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SANTOS & COMPANY, P.A.

ATTORNEYS AT LAW
25 S.E. SECOND AVENUE
SUITE 1235
MIAMI, FLORIDA 33131

TELEPHONE: (305) 371-5252
FAX (305) 371-5338

MAURO C. SANTOS
JORGE L. CARBONELL, JR.

January 8th, 2007

Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

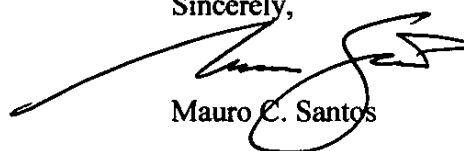
Re: Certificate of Merger

Dear Sir/ Madam:

Enclosed please find an original Certificate of Merger for filing together with this firm's checks in the sum of \$90.00, representing \$25.00 for the LLC, \$35.00 for the corporation and \$30.00 for a certified copy.

Thank you for your attention in this regard.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mauro C. Santos', written over a horizontal line.

Mauro C. Santos

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INNOVENTIONS INTERNATIONAL, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

MAURO C. SANTOS, ESQ.
(Contact Person)

SANTOS + COMPANY, P.A.
(Firm/Company)

25 S.E. 2ND AVENUE #1235
(Address)

MIAMI, FLORIDA 35131
(City, State and Zip Code)

For further information concerning this matter, please call:

MAURO C. SANTOS at (305) 371-5252
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**CERTIFICATE OF MERGER OF INNOVENTIONS INTERNATIONAL, INC.
WITH AND INTO INNOVENTIONS INTERNATIONAL, LLC**

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, the undersigned entities hereby adopt the following Certificate of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of INNOVENTIONS INTERNATIONAL, INC., a Texas for-profit corporation ("Corporation"), with and into INNOVENTIONS INTERNATIONAL LLC, a Florida limited liability company established as a corporation for federal tax purposes (the "LLC"), with the LLC being the surviving entity, is set forth below: FD4-5872
LLC-119708

1. The Corporation shall merge with and into the LLC, with the LLC as the surviving entity.

2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.

3. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock issued and outstanding shall be converted into and become a part of the one hundred percent (100%) membership interest of the LLC currently held by the Corporation's shareholders. The total consideration that the shareholders of the Corporation shall therefore receive for all of the shares of outstanding common stock shall be one hundred percent (100%) of all membership interest of the LLC.

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4. The Manager of the LLC shall be Fernando Mercenari, whose business address is 660 Crandon Blvd., Suite 101, Key Biscayne, Florida 33134.

5. The Articles of Organization of the LLC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of the LLC.

ARTICLE II- ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Corporation in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 29th day of DECEMBER, 2006.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 29th day of DECEMBER, 2006.

INNOVENTIONS INTERNATIONAL, INC.

By: _____

Fernando H. Mercenari, Director

By: _____

Juan C. Mercenari, Director

By: _____

Bruno Mercenari, Director

INNOVENTIONS INTERNATIONAL, LLC

By: _____

Fernando H. Mercenari, Manager

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