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Account Name : RUDEN, MCCLOSKY, SMITH, SCHUSTER & HUSSELL, P.A.

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# MERGER OR SHARE EXCHA

### Otabo Inc.

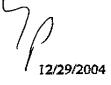
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7-177 P.002/005 F-086

# ARTICLES OF MERGER OF OTABO, L.L.C. (a Florida limited liability company) WITH AND INTO OTABO INC. (a Delaware corporation)

The following Articles of Merger are being submitted in accordance with Section 608-432, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and emity type for each merging party are as follows:

 Otabo, L.L.C., a Florida limited liability company 3021 NV 25<sup>th</sup> Avenue Pompano Beach, Florida 33069 Florida document number: L98000003029 FEIN: 65-0879301

 Otabo Inc., a Delaware corporation 3021 NW 25<sup>th</sup> Avenue Pompano Beach, Florida 33069

SECOND: Otabo Inc., a Delaware corporation, whose principal office address is 3021 NW 25th Avenue, Pompano Beach, Florida 33069 shall be the surviving puty (the "Surviving Corporation").

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statues, and was approved by Otaho, L.L.C. in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the Surviving Corporation in accordance with the laws of the State of Delaware.

17FTH: The Surviving Corporation hereby appoints the Florida Secretary of State as in agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or right of any dissenting members of Otabo, L.L.C.

SIXTH: The Surviving Corporation agrees to pay any dissenting member of Otaho, L.L.C. the amount, if any, to which they are entitled under Section 608.4384, Florida Statutes.

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SEVENTH-

The merger is permitted under the laws of the State of Delaware and is not positibited in the Surviving Corporation's Certificate of Incorporation or

Bylews.

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EIGHTH:

The merger shall become effective on January 1, 2005.

NINTH:

The Articles of Merger comply and were executed in accordance with the

laws of the State of Florida and the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 19 That of December, 2004.

OTABO, L.L.C

Howard Shoffer, Managing Member

OTABO INC

Howard Shaffer, President

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### PLAN OF MERGER

The following Plan of Merger, which was adopted by each party to the merger in accordance with Section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

- 1. Otabo, L.L.C., a Florida limited liability company (the "Terminating Company").
  - Otabo Inc., a Delaware corporation.

SECOND: () inho Inc., a Delaware corporation shall be the surviving party (the "Surviving Corporation").

THIRD: The terms and conditions of the merger are as follows:

- The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, shall be the Certificate of Incorporation of the Surviving Corporation.
- The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, will be the Bylaws of the Surviving Corporation and will continue a full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.
- 3. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation or applicable law.

FOURTH: The manner and basis of converting the interests, shares, obligations, or other securities of each merged party into the interests, shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property are as follows:

- 1. At the effective time of the merger, each share of common stock of the Surviving Corporation issued and outstanding as of the effective time shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.
- 2. All member interests of the Terminating Company outstanding as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the 2977 day of December, 2004.

OTABO, L.I.

Howard Shuffer Managha Member

OTABO INC

House Shaller President

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