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Fax Number : (850)205-0380

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Account Number : 076077000521  
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MERGER OR SHARE EXCHANGE

Otabo Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$105.00

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EFFECTIVE DATE  
01/01/05



Dec-29-2004 03:45pm From:RUDEM McCLOSKEY 17F\_N

T-177 P.003/005 F-065

SEVENTH: The merger is permitted under the laws of the State of Delaware and is not prohibited in the Surviving Corporation's Certificate of Incorporation or Bylaws.

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 29<sup>th</sup> day of December, 2004.

OTABO, L.L.C.

By: 

Howard Shaffer, Managing Member

OTABO INC.

By: 

Howard Shaffer, President

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Dec-29-2004 03:46pm From:RUEN McCLOSKEY 17F\_N

T-177 P.004/005 F-066

**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").
2. Otabo Inc., a Delaware corporation.

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

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

1. 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.

2. 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 in 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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Dec-29-2004 03:46pm From:RUDEN McCLOSKEY 17F\_N

T-177 P.005/005 F-065

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as  
of the 29<sup>th</sup> day of December, 2004.

OTABO, L.L.C.

By: 

Howard Shaffer, Managing Member

OTABO INC.

By: 

Howard Shaffer, President

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