

Division of Corporations

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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

International Technology Investments, L.C.

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**ARTICLES OF MERGER
OF
INTERNATIONAL TECHNOLOGY INVESTMENTS, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY
INTO
INTERNATIONAL TECHNOLOGY INVESTMENTS, L.C.,
A NEVADA LIMITED LIABILITY COMPANY**

L98-3074

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act and Section 92A.200, Nevada Revised Statutes, the undersigned entities adopt the following articles of merger:

FIRST: International Technology Investments, L.C. is a limited liability company duly organized and existing under the laws of the State of Florida, whose address is c/o Adorno & Zeder, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 (the "Disappearing L.C."); International Technology Investments, L.C. is a corporation duly organized and existing under the laws of the State of Nevada, whose address is c/o CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada 89706 (the "Surviving L.C.") (collectively referred to as the "Constituent L.C.s").

SECOND: The Members of each of the Constituent L.C.s have adopted and unanimously approved by written consent the Agreement and Plan of Merger (the "Merger Agreement") in accordance with the requirements of the Nevada and Florida law pursuant to which the Disappearing L.C. shall be merged with and into the Surviving L.C., and that International Technology Investments, L.C., a Nevada limited liability company, be the Surviving L.C. A copy of the Merger Agreement is attached hereto.

THIRD: That upon filing this document with the Secretary of State of Nevada and the Secretary of State of Florida, the Merger shall be effective (the "Effective Date").

FOURTH: The Articles of Organization of the Surviving L.C., as in effect immediately prior to the Effective Date, shall remain as the Articles of Organization of the Surviving L.C., until amended as provided by law.

FIFTH:

- (a) International Technology Investments, L.C., Florida - The Merger Agreement was submitted to and approved by the members of the Disappearing L.C. by unanimous written consent, dated December 23, 1999, and all member interests (100%) of the Disappearing L.C. voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.
- (b) International Technology Investments, L.C., Nevada - The Merger Agreement was submitted to and approved by the members of the

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Surviving L.C. by unanimous written consent, dated December 23, 1999, and all member interests (100%) of the Surviving L.C. voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.

(c) There were no dissenting members for either of the Constituent L.C.s.

SIXTH: Upon this Merger becoming effective, the Surviving L.C. acknowledges that it is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation of the Disappearing L.C. or the Surviving L.C.

INTERNATIONAL TECHNOLOGY
INVESTMENTS, L.C.,
a Florida limited liability company

By: 

Michael Shalom, Manager

INTERNATIONAL TECHNOLOGY
INVESTMENTS, L.C.,
a Nevada limited liability company

By: 

Michael Shalom, Manager

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AGREEMENT AND PLAN OF MERGER

This Agreement, is entered into as of December 23, 1999, by and between International Technology Investments, L.C., a Nevada limited liability company, (the "Surviving L.C."), and International Technology Investments, L.C., a Florida limited liability company (the "Disappearing L.C."), said two limited liability companies being herein sometimes collectively referred to as the "Constituent L.C.s"

WITNESSETH:

WHEREAS, the Surviving L.C. is a limited liability company duly organized and existing under the laws of the State of Nevada, whose address is c/o CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada 89706;

WHEREAS, the Disappearing L.C. is a limited liability company duly organized and existing under the laws of the State of Florida, whose address is c/o Adorno & Zeder, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133;

WHEREAS, each of the Members of the of the Surviving L.C. and of the Disappearing L.C. are the same entities whose member interests in each of said limited liability companies are identical;

WHEREAS, the Members of the Constituent L.C.s hereto deem it advisable (and have heretofore unanimously approved), upon the terms and subject to the conditions herein stated, that the Disappearing L.C. shall be merged with and into the Surviving L.C. and that International Technology Investments, L.C., a Nevada limited liability company, be the Surviving L.C.

NOW, THEREFORE, it is agreed as follows:

AGREEMENT

1. The Disappearing L.C. shall be merged with and into the Surviving L.C., with the Surviving L.C. as the Surviving L.C. (the "Merger"), in accordance with the Florida Limited Liability Company Act, as amended (the "FLLCA") and the Nevada Revised Statutes, as amended (the "NRS").

2. The Merger shall become effective at such time (the "Effective Date") as shall be stated in the Articles of Merger to be filed with the Secretary of State of Florida and the Secretary of State of Nevada.

3. Each member interest of the Disappearing L.C. existing immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, cease to exist. Each member interest of the Surviving L.C. existing upon the Effective Date of the Merger, shall remain existing as in effect prior to the Merger.

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4. On and after the Effective Date of the Merger, Surviving L.C., as the Surviving L.C., shall continue to exist as a domestic limited liability company under the laws of the State of Nevada with all of the rights and obligations of a surviving domestic limited liability company as are provided by the NRS.

5. The Manger of the Surviving L.C. holding office on the Effectuve Date shall remain the Manager of the Surviving L.C. until his successor is chosen and qualified.

6. On and after the Effective Date of the Merger, the Disappearing L.C. shall cease to exist as a limited liability company under the laws of the State of Florida, and the Surviving L.C. shall have all of the rights, privileges, immunities and powers of the Disappearing L.C. and shall be subject to all of the duties and liabilities of a limited liability company organized under the laws of the State of Nevada.

7. Upon the Effective Date of the Merger, the Surviving L.C. shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the merging limited liability companies; and all property, real, personal and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest of, or belonging to, or due to each of the limited liability companies merging herein, shall be taken and deemed to be transferred to and vested in the Surviving L.C. without further act or deed; the title to any real estate or any interest therein vested in either of the Constituent L.C.s shall not revert or be in any way impaired by reason of this Plan of Merger.

8. The Articles of Organization, the Operating Agrcement and Regulations of the Surviving L.C. in effect on the Effective Date of the Merger shall be the Articles of Organization, the Operating Agreement and Regulations of the Surviving L.C.

9. The Managers of the Constituent L.C.s are hereby authorized, empowered, and directed to do any and all acts and things, and to make, excuted, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the merger herein provided for.

10. The Manager of the Surviving L.C. shall be Michael Shalom whose business address is c/o CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada 89706.

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IN WITNESS WHEREOF, the Surviving L.C. and the Disappearing L.C. have each caused this Agreement to be executed by its duly authorized Manager as of the date first above written.

INTERNATIONAL TECHNOLOGY
INVESTMENTS, L.C.,
a Florida limited liability company

By: 
Michael Shalom, Manager

INTERNATIONAL TECHNOLOGY
INVESTMENTS, L.C.,
a Nevada limited liability company

By: 
Michael Shalom, Manager

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ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL TECHNOLOGY INVESTMENTS, L.C. A Florida entity

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INTO

INTERNATIONAL TECHNOLOGY INVESTMENTS, L.C.. a Nevada entity not
qualified in Florida

File date: December 28, 1999

Corporate Specialist: Tammi Cline