

Steel Hector & Davis LLP
Requestor's

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Omega Point Consulting LLC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

OMEGA POINT CONSULTING LLC, a Massachusetts limited liability company

INTO

OMEGA POINT CONSULTING, L.L.C., a Florida entity, L99000003601

File date: June 24, 1999

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER

of

OMEGA POINT CONSULTING LLC,
a Massachusetts limited liability company,

with and into

OMEGA POINT CONSULTING, L.L.C.,
a Florida liability limited company

L9900003601

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, these Articles of Merger provide that:

1. Omega Point Consulting LLC, a Massachusetts limited liability company ("Omega Point"), shall be merged with and into Omega Point Consulting, L.L.C., a Florida limited liability company ("Omega"), which shall be the surviving limited liability company in the merger.

2. The Plan of Merger dated as of June 22, 1999 (the "Plan of Merger"), pursuant to which Omega Point shall be merged with and into Omega, was adopted by the Members of each of Omega Point and Omega by unanimous written consent dated as of June 22, 1999. The Plan of Merger is attached to these Articles of Merger as Attachment A.

3. The merger shall become effective as of the date and time specified in the Plan of Merger as the Effective Time.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Omega Point and Omega by an authorized Member as of June 23, 1999.

OMEGA POINT CONSULTING LLC

By: Sheila J. Smith
Sheila J. Smith, Member

OMEGA POINT CONSULTING, L.L.C.

By: Sheila J. Smith
Sheila J. Smith, Member

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ATTACHMENT A

PLAN OF MERGER
of
OMEGA POINT CONSULTING LLC,
a Massachusetts limited liability company,
with and into
OMEGA POINT CONSULTING, L.L.C.,
a Florida limited liability company

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This Plan of Merger (the "Plan") is dated as of June 22, 1999 between Omega Point Consulting LLC, a limited liability company organized and existing under the laws of the State of Massachusetts ("Omega Point"), and Omega Point Consulting, L.L.C., a limited liability company organized and existing under the laws of the State of Florida ("Omega").

Recitals

A. Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") and Chapter 156C, Section 59 of the Massachusetts Limited Liability Company Act (the "Massachusetts Act") and the Articles of Organization of each of Omega Point and Omega permit the merger of Omega Point with and into Omega (the "Merger"), which shall be the surviving limited liability company of the Merger. Omega will be managed by its members, who are Sheila J. Smith and Mary Silva Doctor, the address of each of whom is 12 Somerset Drive, Palm Beach Gardens, Florida, 33418.

B. The Members of each of Omega Point and Omega (collectively, the "Members") have determined that it is advisable and to the advantage and welfare of Omega Point and Omega and their respective Members that the Merger be consummated on the terms set forth in this Plan.

C. Omega Point and Omega intend that the Merger constitute an exchange described in Section 721 of the Internal Revenue Code of 1986, as amended.

D. Pursuant to Chapter 156C, Section 60 of the Massachusetts Act and Section 608.4381 of the Florida Act, the Merger requires the approval of the Members.

E. The Members have approved and adopted this Plan by unanimous written consent dated as of June 22, 1999.

Plan

1. Existence of the Surviving Company. At the Effective Time (as defined below) of the Merger, Omega Point shall be merged with and into Omega and Omega shall be the surviving limited liability company. The identity, existence, purposes, powers, franchises, rights and immunities of Omega shall continue unaffected and unimpaired by the Merger. The identity,

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existence, purposes, powers, franchises, rights and immunities of Omega Point shall be merged with and into Omega and Omega shall be fully vested therewith. The separate existence of Omega Point, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon Omega and Omega Point shall be and become one single limited liability company.

2. Conversion of Interests. The manner and basis of converting the interests of each of Omega and Omega Point shall be as follows:

(a) all interests of Omega Point (the "Omega Point Interests") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the holders of the Omega Point Interests shall cease to have any rights with respect to the Omega Point Interests; and

(c) the interests of Omega issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

3. Effective Time of Merger. The "Effective Time" of the Merger shall be simultaneous with the filing of the Certificate of Merger of Omega Point with and into Omega with the Massachusetts Office of the State Secretary.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective Members thereunto duly authorized as of the day and year first above written.

OMEGA POINT CONSULTING LLC

By: Mary Silva Doctor
Mary Silva Doctor, Member

By: Sheila J. Smith
Sheila J. Smith, Member

OMEGA POINT CONSULTING, L.L.C.

By: Mary Silva Doctor
Mary Silva Doctor, Member

By: Sheila J. Smith
Sheila J. Smith, Member