

L99000004910

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MERGER OR SHARE EXCHANGE

HEINRICH BISCHOFF USA, LLC

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

HEINRICH BISCHOFF USA, LLC, a Virginia limited liability company

INTO

**HEINRICH BISCHOFF USA, LLC**, a Florida entity, L99000004910.

File date: August 10, 1999

Corporate Specialist: Michelle Hodges

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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

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

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u>                                      |
|---|---------------------|---|
| Heinrich Bischoff USA, LLC<br>3225 Regatta Point Court<br>Midlothian, Virginia 23113    | Virginia            | Limited Liability Company<br><br>FEI Number: 54-1909985 |
| Heinrich Bischoff USA, LLC<br>406 Sarasota Quay<br>Suite 406<br>Sarasota, Florida 34236 | Florida             | Limited Liability Company<br><br>FEI Number: 54-1909985 |

Florida Document/Registration Number: L99000004910

2. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u>                                      |
|---|---------------------|---|
| Heinrich Bischoff USA, LLC<br>406 Sarasota Quay<br>Suite 406<br>Sarasota, Florida 34236 | Florida             | Limited Liability Company<br><br>FEI Number: 54-1909985 |

Florida Document/Registration Number: L99000004910

3. The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

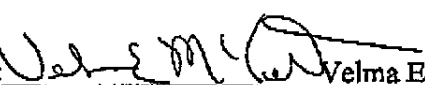

Prepared by HALEYON E. SKINNER, Esquire  
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4. The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of its jurisdiction.
5. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.
6. The merger shall become effective as of:  
  
The date the Articles of Merger are filed with Florida Department of State.
7. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.
8. Signatures for each party:

| <u>Name of Entity</u>   | <u>Signatures</u>  | <u>Typed or Printed<br/>Name of Individual</u> |
|---|--|--|
| Heinrich Bischoff USA, LLC<br>a Virginia limited liability<br>company | Human Systems, Inc. of Virginia<br><br>By: <br>President | Velma E. McCuiston                             |
| Heinrich Bischoff USA, LLC<br>a Florida limited liability<br>company  | Human Systems, Inc. of Virginia<br><br>By: <br>President | Velma E. McCuiston                             |

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**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, is being submitted in accordance with Section 608.438, Florida Statutes.

1. The exact name and jurisdiction for each merging party is as follows:

| <u>Name</u>                | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| Heinrich Bischoff USA, LLC | Virginia            |

2. The exact name and jurisdiction of the surviving party is as follows:

| <u>Name</u>                | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| Heinrich Bischoff USA, LLC | Florida             |

3. The terms and conditions of the merger are as follows:

As of the effective time of Articles of Merger filed with the Florida Department of State and the Virginia State Corporation Commission, the Merging LLC will be merged with and into the Surviving LLC and a percentage of membership interests of each member of the Merging LLC will become an equal percentage of the membership interests of the Surviving LLC. The separate legal existence of the Merging LLC will cease as of the effective time of the Merger. The Operating Agreement of the Merging LLC will become the Operating Agreement of the Surviving LLC.

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

All membership interests in the Merging LLC as they exist immediately prior to the merger will become the same membership interests in the Surviving LLC effective upon the merger. All membership interests in the Surviving LLC as they exist immediately prior to the merger will become the same membership interests in the Surviving LLC effective upon the merger.

5. The name and address of the manager of the surviving LLC is:

Human Systems, Inc. of Virginia  
c/o Velma E. McCuiston, President  
406 Sarasota Quay  
Suite 406  
Sarasota, Florida 34236

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