

L990000006213

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

MICROINFORMATICA, LLC

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Page Count	07
Estimated Charge	\$87.50

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MICRO INFORMATICA CORP. A FLORIDA CORPORATION

into

MICROINFORMATICA, LLC, a Florida entity L99000006213

File date: January 14, 2000

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section (s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. MICROINFORMATICA, LLC 8400 N. W. 25th Street, Suite 100 Miami, FL 33122		Limited Liability Company

Florida Document/Registration Number: L99000006213 FEI Number: 65-0952031

2. Micro Informatica Corp. 8400 N. W. 25th Street, Suite 100 Miami, FL 33122	Corporation
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Florida Document/Registration Number: V01072 FEI Number: 65-0300890

SECOND: 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>
MICRO INFORMATICA, LLC 8400 N. W. 25th Street, Suite 100 Miami, FL 33122		Limited Liability Company

Florida Document/Registration Number: L99000006213 FEI Number: 65-0952031

THIRD: The attached Plan of Merger meets the requirements of section (s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are part(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date of the Articles of Merger are filed with Florida Department of State

OR

N/A

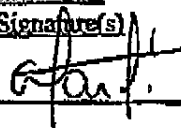
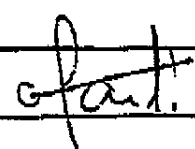
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ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instruction for required signatures.)

<u>Name of Entity</u>	<u>Individual Signature(s)</u>	<u>Typed or Printed Name of</u>
MICROINFORMATICA, LLC		<u>JULIA DREYFUS, Manager</u>
MICRO INFORMATICA CORP.		<u>JULIA DREYFUS, President</u>

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PLAN OF MERGER

THIS PLAN OF MERGER AGREEMENT is made and entered into this 12 day of January, 2000 by and between MICROINFORMATICA, LLC, a Florida limited liability company and MICRO INFORMATICA CORP., a Florida corporation, pursuant to Sections 608.438-608.4384 of the Florida Limited Liability Company Act and Sections 607.1108 and 607.1103 of the Florida Business Corporation Act.

WITNESSETH:

WHEREAS, MICROINFORMATICA, LLC and MICRO INFORMATICA CORP. (hereinafter sometimes collectively referred to as the "Companies") are Florida business entities with their respective corporate offices located in Dade County, Florida; and

WHEREAS, the business operations of MICROINFORMATICA, LLC and MICRO INFORMATICA CORP. are compatible; and

WHEREAS, said Companies recognize that their merger and consolidation would benefit the further growth and of both Companies;

WHEREAS, the Companies intend to accomplish their consolidation through a statutory merger of MICRO INFORMATICA CORP. into MICROINFORMATICA, LLC, with MICROINFORMATICA, LLC, as the surviving entity, which shall operate as a partnership for federal income tax purposes under the Internal Revenue Code;

WHEREAS, the name of the surviving entity shall be "MICRO INFORMATICA, LLC";

NOW, THEREFORE, in consideration of the premises and mutual covenants herein set forth, the parties agree, as their Plan of Merger pursuant to Sections 608.438(3)-608.4384, Fla. Stat. (1999) and Sections 607.1108 and 607.1103, Fla. Stat. (1999) as follows:

1. Recitals. All of the recitals hereinabove set forth are true and correct.

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2. Name of Each Entity Planning to Merge and Name of Surviving Entity.

A. Surviving Entity: MICROINFORMATICA, LLC, a Florida limited liability, will be the surviving entity and its name, effective upon the effective time of the merger shall be "MICRO INFORMATICA, LLC".

B. Merged Entity: MICRO INFORMATICA CORP., a Florida corporation, will be merged into MICROINFORMATICA, LLC.

3. Terms and Conditions of Proposed Merger. The terms and conditions of the merger shall be as follows: MICRO INFORMATICA CORP. (the "merged entity") shall be merged into MICROINFORMATICA, LLC which shall survive the merger (the "surviving entity") and thereafter be known as "MICRO INFORMATICA, LLC".

4. Manner and Basis of Converting the Shares of the Merged Corporation into Interests in of the Surviving Limited Liability Company. The shareholders of the merged entity, MICRO INFORMATICA CORP., shall each receive 50% of the interests in the surviving entity, MICROINFORMATICA, LLC in exchange for all of their respective shares of the merged entity (which are owned 50% by each of the two shareholders). There will be no other interests in, or shares of the surviving entity issued, nor will there be any cash, property of any kind, rights, other obligations, or other securities of the surviving entity, or any other entity, granted to the shareholders of the merged corporation, or exchanged with the shareholders of the merged corporation for their shares in the merged corporation.

5. Management of Surviving LLC. Management of the surviving entity, MICRO INFORMATICA, LLC shall be vested in its manager, JULIA DREYFUS, the business address of whom is: 8400 N. W. 25th Street, Suite 100, Miami, FL 33122.

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6. Effective Date. This Plan of Merger shall be carried out on, and shall be effective as of the date of filing of the Articles of Merger.

7. Further Action/Authorization. The appropriate officers of the Companies are authorized for and on behalf of and in the name of each of the merged and surviving Companies to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other documents as may be deemed necessary by them or desirable in order to effectuate this Plan.

8. Miscellaneous. This Plan constitutes the entire Agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto.

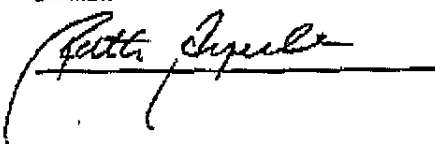
9. Governing Law. This Plan shall be governed by the laws of the State of Florida.

10. Benefit. This Agreement shall be binding upon and inure to the benefit of the parties and their assigns.

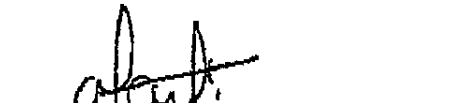
IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

MICROINFORMATICA, LLC

Attest:

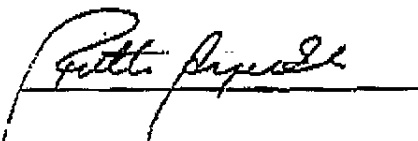


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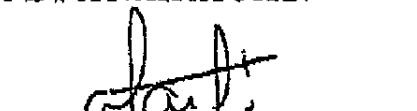

 JULIA DREYFUS, Manager

MICRO INFORMATICA CORP.

Attest:


 legal-corp-000

By:


 JULIA DREYFUS, President

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