

Division of Corporations

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**L99000007408**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

CNV, LLC

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CNV, INC., A FLORIDA CORPORATION (P97000064454)

,

INTO

**CNV, LLC**, a Florida entity, L99000007408

File date: November 4, 1999

Corporate Specialist: Diane Cushing

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**ARTICLES OF MERGER**

of

CNV, INC. - 897000064454

and

CNV, LLC - L99000007408

Pursuant to the provisions of Sections 607.1109 and 608.4382, Florida Statutes, the domestic corporation and domestic limited liability company named herein adopt the following Articles of Merger:

- FIRST:** The merger of CNV, Inc. with and into CNV, LLC is permitted by and in compliance with the laws of Florida.
- SECOND:** The merger shall be effective upon filing with the Florida Department of State.
- THIRD:** The merger was adopted by written consent by the directors and shareholders of CNV, Inc. on November 3, 1999, and adopted by the consent of CNV, LLC on November 3, 1999 in accordance with the laws of Florida.
- FOURTH:** The surviving entity of merger is CNV, LLC, a Florida limited liability company.

IN WITNESS WHEREOF, said corporations to this merger have caused these Articles of Merger to be signed this 3<sup>rd</sup> day of November, 1999.

CNV, INC.

By: Jorge Lopez  
Jorge Lopez, Vice President

CNV, LLC

By: Jorge Lopez  
Jorge Lopez, Authorized Representative

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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 Sections 607.1107 and 608.4381, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CNV, Inc.	Florida
CNV, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CNV, LLC	Florida

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

CNV, Inc. shall be merged with and into CNV, LLC.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of CNV, Inc. into the interests of CNV, LLC, the survivor, are as follows:

The shareholders of CNV, Inc. shall receive proportionate interests in CNV, LLC. The acquired interests shall be subject to the identical restrictions and benefits as the shares of CNV, Inc.

**FIFTH:** The names and addresses of the managers are as follows:

The managers of CNV, LLC shall be Jorge Lopez and Stuart Meyers and their address is 2121 Ponce de Leon Blvd., PH2, Coral Gables, Florida 33134.

[SIGNATURES ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, said entities to this merger have caused this Plan of merger to be signed this 3<sup>rd</sup> day of November 1999.

CNV, INC.

By: 

Authorized Representative

CNV, LLC

By: 

Authorized Representative

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