

L990000008619



ACCOUNT NO. : 072100000032

REFERENCE : 149115 4341762

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito
\$50.00

ORDER DATE : May 14, 2001

ORDER TIME : 11:49 AM

ORDER NO. : 149115-010

CUSTOMER NO: 4341762

CUSTOMER: Pat Junker, Legal Assistant
Klett Rooney Lieber & _
40th Floor
One Oxford Centre
Pittsburgh, PA 15219

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 15 PM 2:39
NOTED
TO ACHIEVE
SUFFICIENCY OF FILING

ARTICLES OF MERGER

E-NVEST, LLC

700004218357--7

INTO

I-ENVEST, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

APPROVED
AND
FILED
01 MAY 15 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

E-NVEST, LLC, A FLORIDA ENTITY, L99000008619

INTO

I-ENVEST, LLC, entity not qualified in Florida.

File date: May 15, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

—

Amount charged: 50.00

ARTICLES OF MERGER

Of

E-NVEST, LLC
(a Florida limited liability company)

Into

I-ENVEST, LLC
(a Delaware limited liability company)

The following articles of merger are submitted in accordance with section 608.4382, Florida Statutes.

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

Name: E-NVEST, LLC
Address: 2875 N.E. 191 St. Suite 603, Aventura, Florida 33180
Jurisdiction: Florida
Entity Type: Limited Liability Company
FL Registration #: L99000008619
EIN: 65-0967389

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for the **surviving** entity are as follows:

Name: I-ENVEST, LLC
Address: c/o Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808
Jurisdiction: Delaware
Entity Type: Limited Liability Company
FL Registration #: N/A
EIN: 51-0408275

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

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TALLAHASSEE, FLORIDA

- FOURTH:** The attached Agreement and Plan of Merger was approved by the Delaware limited liability company that is a party to the merger in accordance with the respective laws of the State of Delaware.
- FIFTH:** 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 members of the domestic limited liability company that is a party to the merger.
- SIXTH:** The surviving entity agrees to pay the dissenting members of the domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.
- SEVENTH:** The merger is permitted under the respective laws of all jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to the merger.
- EIGHTH:** The merger shall become effective at the time and on the date of the last to be filed of (i) these Articles of Merger with the Florida Department of State; or (ii) the Certificate of Merger with the Secretary of State of the State of Delaware.
- NINTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Signatures appear on the following pages

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be signed by their respective members as of the 31st day of October, 2000. ^{March}

E-NVEST, LLC

Arquimedes Revocable Trust

By: [Signature]
Name: JUAN FREIDEL
Title: _____

Carvi Revocable Trust

By: [Signature]
Name: Ernesto Carrizosa
Title: _____

Juliao Revocable Trust

By: [Signature]
Name: Jose Malabet
Title: _____

Matrix Revocable Trust

By: [Signature]
Name: Mauricio von Luxburg
Title: _____

Latina Trading, Inc.

By: [Signature]
Name: Eli Drescher
Title: VICE PRESIDENT

Capstone Capital Partners

By: [Signature]
Name: Robert T. Wenzel
Title: SECRETARY

Silverado Holdings, LDC

By: [Signature]
Name: SIMON CHEHERSAL
Title: PRESIDENT

I-ENVEST, LLC

Arquimedes Revocable Trust

By: [Signature]
Name: JUAN FREIDEL
Title: _____

Carvi Revocable Trust

By: [Signature]
Name: Ernesto Carrizosa
Title: _____

Juliao Revocable Trust

By: [Signature]
Name: Jose Malabet
Title: _____

Matrix Revocable Trust

By: [Signature]
Name: Mauricio von Luxburg
Title: _____

Latina Trading, Inc.

By: [Signature]
Name: Eli Drescher
Title: VICE PRESIDENT

Capstone Capital Partners

By: [Signature]
Name: Robert T. Wenzel
Title: SECRETARY

Silverado Holdings, LDC

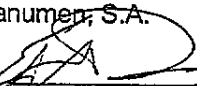
By: [Signature]
Name: SIMON CHEHERSAL
Title: PRESIDENT

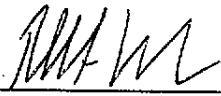
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TALLAHASSEE, FLORIDA

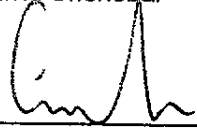
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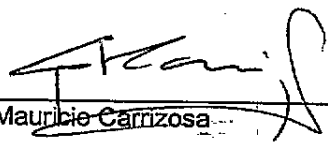
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Unanumer, S.A.

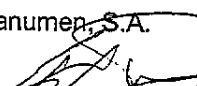
By: 
Name: Eli Dresler
Title: Power of attorney

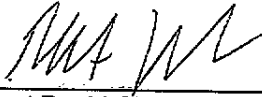

Robert David Chehebar

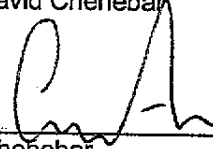

Alberto Chehebar

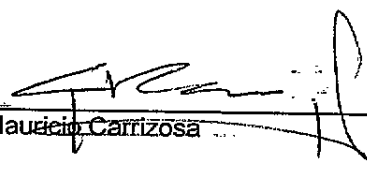

Mauricio Carrizosa

Unanumer, S.A.

By: 
Name: Eli Dresler
Title: Power of attorney


Robert David Chehebar


Alberto Chehebar


Mauricio Carrizosa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agreement and Plan of Merger

Of

E-NVEST, LLC
(a Florida limited liability company)

with and into

I-ENVEST, LLC
(a Delaware limited liability company)

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger is made this 20th day of March, 2001, by and between E-NVEST, LLC, a Florida limited liability company, and I-ENVEST, LLC, a Delaware limited liability company.

WHEREAS, the members of E-NVEST, LLC and I-ENVEST, LLC deem it advisable and in the best interests of their respective companies that E-NVEST, LLC be merged with and into I-ENVEST, LLC as provided herein and in accordance with the laws of the State of Florida and the State of Delaware (the "Merger").

NOW, THEREFORE, the parties hereto agree as follows:

1. The Merger shall become effective (the "Effective Time of the Merger") at the time and on the date of the last to be filed of (i) the Certificate of Merger with the Secretary of State of the State of Delaware; or (ii) the Articles of Merger with the Department of State of the State of Florida.
2. Upon the Effective Time of the Merger, E-NVEST, LLC (the "Merging Entity") shall be merged with and into I-ENVEST, LLC, which shall be the surviving entity (the "Surviving Entity"). The separate existence of I-ENVEST, LLC with all of its purposes, objects, rights, privileges, power and franchise, shall continue unaffected and unimpaired by the Merger. The separate existence of E-NVEST, LLC shall cease upon the Effective Time of the Merger.
3. The present operating agreement of the Surviving Entity shall, upon the Effective Time of the Merger, be the operating agreement of said Surviving Entity and will continue in full force and effect until changed, altered or amended. The Surviving Entity shall succeed, without further act or deed, to all of the rights, privileges, powers and franchise of the Merging Entity, all of the properties and assets the Merging Entity and all of the debts, choses in action and other interests due or belonging to the Merging Entity. The Surviving Entity shall be subject to, and responsible for, all of the debts, liabilities and duties of the Merging Entity.
4. From and after the Effective Time of the Merger, the members of the Merging Entity shall be the members of the Surviving Entity. The Merging Entity shall at any time, or

from time to time, as and when requested by the Surviving Entity, or by its successors or assigns, execute and deliver, or cause to be executed and delivered, in its name by its last acting managers, or by the corresponding managers of the Surviving Entity, all such conveyances, assignments, transfers, deeds, or other instruments, and shall take or cause to be taken such further action as the Surviving Entity, or its successors and assigns, may deem necessary or desirable in order to evidence the transfer, vesting or grant of any property, right, title, privilege, franchise or other such interests to the Surviving Entity, its successors and assigns, and to otherwise to carry out the intent and purposes hereof.

5. At the Effective Time of the Merger, each unit representing an equity interest of the Merging Entity immediately prior to the Effective Time of the Merger shall be converted into the right to receive a corresponding unit representing an equity interest in the Surviving Company. All membership interests of the Merging Company, by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall cease to exist, and each holder of any certificate representing such membership interests shall thereafter cease to have any rights with respect to such certificate.
6. The membership interests of the Surviving Entity issued and outstanding at the Effective Time of the Merger shall thereafter constitute all of the issued and outstanding membership interests of the Surviving Entity. The membership interests of the Surviving Entity shall not be converted or exchanged in any manner except as may be provided for, and authorized by, the Surviving Entity's operating agreement.
7. Upon approval of the Agreement and Plan of Merger, the Merging Entity and the Surviving Entity shall cause to be executed and filed and/or recorded any document or documents required by the laws of the State of Delaware and/or State of Florida and will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
8. The members of the Merging Company and of the Surviving Entity are hereby authorized to execute the Articles of Merger and the Certificate of Merger, respectively, on behalf of said entity, and the managers of the Merging Company and the managers of the Surviving Entity are hereby empowered and directed to do any and all acts and things, and to make, execute, 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.
9. The management of the Surviving Entity shall be vested, subject to the terms and provisions of the Surviving Entity's operating agreement, in the following managers:

FXC Consulting, Inc.
2875 NE 191 Street, Suite 603
Aventura, FL 33180

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Capstone Capital Partners, Inc.
9030 W. Sahara Avenue, #1243
Las Vegas, NV 89117

Latina Trading, Inc.
19500 Turnberry Way, #11D
Aventura, FL 33180

Signatures appear on the following pages

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, as of the date first written above, the parties hereto intending to be legally bound, have caused this Agreement and Plan of Merger to be executed by their respective members.

E-NVEST, LLC

Arquimedes Revocable Trust

By: [Signature]
Name: Juan H. Freidel
Title: _____

Carvi Revocable Trust

By: [Signature]
Name: Ernesto Carrizosa
Title: _____

Juliao Revocable Trust

By: [Signature]
Name: Jose Malabet
Title: _____

Matrix Revocable Trust

By: [Signature]
Name: Mauricio von Luxburg
Title: _____

Latina Trading, Inc.

By: [Signature]
Name: Eli Dreszer
Title: Vice President

Capstone Capital Partners

By: [Signature]
Name: Robert T. Wernick
Title: Secretary

I-ENVEST, LLC

Arquimedes Revocable Trust

By: [Signature]
Name: Juan H. Freidel
Title: _____

Carvi Revocable Trust

By: [Signature]
Name: Ernesto Carrizosa
Title: _____

Juliao Revocable Trust

By: [Signature]
Name: Jose Malabet
Title: _____

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Name: Mauricio von Luxburg
Title: _____

Latina Trading, Inc.

By: [Signature]
Name: Eli Dreszer
Title: Vice President

Capstone Capital Partners

By: [Signature]
Name: Robert T. Wernick
Title: Secretary

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AND
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SECRETARY OF STATE
ITALY/ASSEE/FLORIDA

Unanumen, S.A.

By: 

Name: ELI DRESZER

Title: POWER OF ATTORNEY

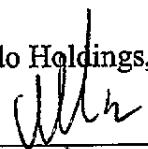
Unanumen, S.A.

By: 

Name: ELI DRESZER

Title: POWER OF ATTORNEY

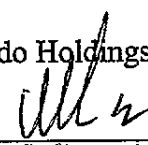
Silverado Holdings, LDC

By: 

Name: SIMON CHEHEBAR

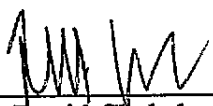
Title: PRESIDENT

Silverado Holdings, LDC

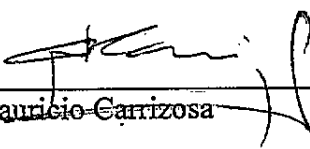
By: 

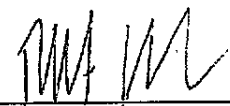
Name: SIMON CHEHEBAR

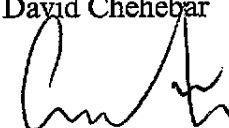
Title: PRESIDENT

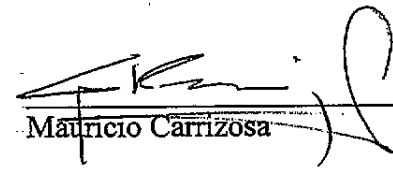

Robert David Chehebar


Alberto Chehebar


Mauricio Carrizosa


Robert David Chehebar


Alberto Chehebar


Mauricio Carrizosa

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