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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 986159

5030437

AUTHORIZATION :

COST LIMIT : \$ 50.00

Patricia Pijet

ORDER DATE : November 22, 2004

ORDER TIME : 11:46 AM

ORDER NO. : 986159-010

CUSTOMER NO: 5030437

CUSTOMER: Mr. Seth M. Messner
Katten Muchin Zavis Rosenman
Suite 700, 1025 Thomas
Jefferson N.w. East Lobby
Washington, DC 20007

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

POWERMINN 9090, LLC

INTO

POWERMINN 9090, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire

EXAMINER'S INITIALS: _____

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 LU4000013190

**STATE OF FLORIDA
 ARTICLES OF MERGER
 OF
 POWERMINN 9090, LLC,
 (a Florida Limited Liability Company)
 INTO
 POWERMINN 9090, LLC,
 (a Delaware Limited Liability Company)**

The following articles of merger are being submitted in accordance with section 608.4382, of the Florida Limited Liability Company Act.

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

<u>Name</u>	<u>Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Florida Document / Registration Number</u>	<u>FEL Number</u>
PowerMinn 9090, LLC ("PowerMinn FL")	2295 Corporate Blvd, NW, Suite 222, Boca Raton, FL 33431	Florida	Limited Liability Company	L04000013190	20-1122270
PowerMinn 9090, LLC ("PowerMinn DE")	2295 Corporate Blvd, NW, Suite 222, Boca Raton, FL 33431	Delaware	Limited Liability Company	3868369	20-1898050

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

<u>Name</u>	<u>Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Florida Document / Registration Number</u>	<u>FEL Number</u>
PowerMinn 9090, LLC	2295 Corporate Blvd, NW, Suite 222, Boca Raton, FL 33431	Delaware	Limited Liability Company	3868369	20-1898050

THIRD: The Plan of Merger (the "Plan of Merger"), which provides for the merger of PowerMinn FL with and into PowerMinn DE, with PowerMinn DE continuing as the surviving

LLC is attached hereto as Exhibit A. The Plan of Merger meets the requirements of section 608.438 of the Florida Limited Liability Company Act, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608 of the Florida Statutes.

FOURTH: The surviving entity, PowerMinn 9090 DE, 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 PowerMinn 9090 FL.

FIFTH: The surviving entity, PowerMinn DE, agrees to pay the dissenting members of each of PowerMinn FL and PowerMinn DE the amounts, if any, to which they are entitled under section 608.4384 of the Florida Limited Liability Company Act.

SIXTH: 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.

SEVENTH: The merger shall become effective as of the date these Articles of Merger are filed with Florida Department of State and the related Certificate of Merger is filed with the Secretary of State of Delaware.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction, to wit, the laws of Florida and Delaware.


NINTH: This Certificate may be executed in one or more counterparts, including by facsimile, each of which shall be deemed an original, and all of which shall constitute one and the same document.

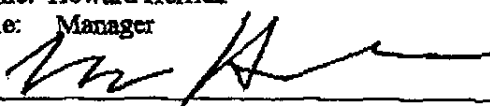
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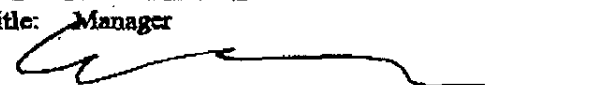
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, being all of the Members of PowerMinn 9090 LR, LLC, a Florida limited liability company, and PowerMinn 9090 LR, LLC, a Delaware limited liability company, have executed this consent on this the 14 day of November, 2004.

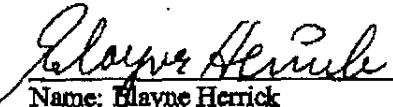
PowerMinn 9090, LLC,
a Florida limited liability company


By: 
Name: Howard Herrick
Title: Manager


By: 
Name: Michael Herrick
Title: Manager


By: 
Name: Evan Herrick
Title: Manager

PowerMinn 9090, LLC,
a Delaware limited liability company

By: 
Name: Blayne Herrick
Title: Member

By: 
Name: Norton Herrick
Title: Member

By: 
Name: Howard Herrick
Title: Member

By: 
Name: Michael Herrick
Title: Member


By: 
Name: Evan Herrick
Title: Member

Exhibit A

AGREEMENT OF MERGER

This Agreement and Plan of Merger (the "Agreement") is entered into as of the 22nd day of November, 2004, by and between POWERMINN 9090, LLC, a Florida limited liability company ("PowerMinn 9090, LLC Florida"), and POWERMINN 9090, LLC, a Delaware limited liability company ("PowerMinn 9090, LLC Delaware"). PowerMinn 9090, LLC Florida and PowerMinn 9090, LLC Delaware are sometimes referred to herein as the "Constituent LLCs."

WHEREAS, the Managers of PowerMinn 9090, LLC Florida (the "FL Managers"), the Members of PowerMinn 9090, LLC Florida (the "FL Members"), and the Members of PowerMinn 9090, LLC Delaware (the "DE Members" and together with the FL Members, the "Members") deem it advisable and in the best interests of their respective limited liability companies that PowerMinn 9090, LLC Florida merge with and into PowerMinn 9090, LLC Delaware (the "Merger"), and enter into and perform this Agreement pursuant to the laws of Florida and Delaware, as applicable;

WHEREAS, the FL Managers and the FL Members have approved this Agreement pursuant to the section 608.4381 of the Florida Limited Liability Company Act and section 18-209 of the Delaware Limited Liability Company Act;

WHEREAS, the DE Members have approved this Agreement pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Corporation Act.

WHEREAS, for federal income tax purposes, it is intended that the Merger shall qualify as a merger within the meaning of Section 708(b)(2)(A) of the Internal Revenue Code of the Internal Revenue Code of 1986, as amended;

WHEREAS, the total membership interest of PowerMinn 9090, LLC Florida consists of membership interests in the following percentages:

Member	Percentage Interest
Elayne Herrick	50%
Norton Herrick	20%
Howard Herrick	10%
Michael Herrick	10%
Evan Herrick	10%

WHEREAS, the total membership interest of PowerMinn 9090, LLC Delaware consists of membership interests in the following percentage:

Member	Percentage Interest
Elayne Herrick	50%
Norton Herrick	20%
Howard Herrick	10%
Michael Herrick	10%
Evan Herrick	10%

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Merger.** Effective on the date of later of the filing or acceptance, if later, of (i) the Articles of Merger with the Secretary of State of Florida, and (ii) the Certificate of Merger with the Secretary of State of Delaware (the "Effective Date"), PowerMinn 9090, LLC Florida shall be merged with and into PowerMinn 9090, LLC Delaware, the separate existence of PowerMinn 9090, LLC Florida will cease, PowerMinn 9090, LLC Delaware (the "Surviving LLC") shall continue as the Surviving LLC under the laws of the State of Delaware, and the membership interests of PowerMinn 9090, LLC Florida shall be converted into the membership interests of PowerMinn 9090, LLC Delaware as provided in Section 6 below.

2. **Registered Office and Principal Office of Surviving LLC.** The registered office of the Surviving LLC after the Merger will be 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware, and the name of the registered agent of the Surviving LLC at such address will be Corporation Service Company.

3. **Certificate of Formation.** The Certificate of Formation of PowerMinn 9090, LLC Delaware in effect immediately prior to the Merger will continue to be the Certificate of Formation of the Surviving LLC immediately upon and after the Merger.

4. **Limited Liability Company Agreement.** The Limited Liability Company Agreement of PowerMinn 9090, LLC Delaware in effect immediately prior to the Merger will continue to be the Limited Liability Company Agreement of the Surviving LLC immediately upon and after the Merger.

5. **Member.** Norton Herrick, Elayne Herrick, Howard Herrick, Michael Herrick, and Evan Herrick shall be the Members of the Surviving LLC unless and until altered in accordance with the Certificate of Formation and the Limited Liability Company Agreement of the Surviving LLC. The address of the Surviving LLC shall be 2295 Corporate Boulevard, NW, STE 222, Boca Raton, Florida 33431.

6. **Conversion of Interests.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent LLCs or their respective Members, the membership interest of each Member of PowerMinn 9090, LLC Florida shall be exchanged for an equivalent interest in the Surviving LLC with percentage membership in the Surviving LLC remaining as follows:

Member	Percentage Interest
Elayne Herrick	50%
Norton Herrick	20%
Howard Herrick	10%
Michael Herrick	10%
Evan Herrick	10%

7. **Certificates.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent LLCs or their respective Members, all of the outstanding certificates, if any, which, prior to that time, represented member interests of PowerMinn 9090, LLC Florida shall be deemed for all purposes to evidence ownership of and to represent the membership interests of the Surviving LLC into which the membership interests of PowerMinn 9090, LLC Florida represented by such certificates have been converted as herein provided and shall be so registered on the books and records of the Surviving LLC or its transfer agent. The registered holder of any such outstanding membership interest certificate shall, until such certificate shall have been surrendered for exchange, transfer or conversion or otherwise accounted for to the Surviving LLC or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the membership interest of the Surviving LLC evidenced by such outstanding certificate as above provided.

8. **Status and Rights of Surviving LLC.** On the Effective Date, the effect of the Merger shall be as provided in this Agreement; the Delaware Certificate of Merger, dated November 19, 2004, the Florida Articles of Merger, dated November 19, 2004 and the applicable provisions of Delaware and Florida law. Without limiting the generality of the foregoing, on the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent LLCs or their respective members, the Surviving LLC shall possess all the rights, privileges and powers, of a public as well as a private nature, of each of the Constituent LLCs and all property, real, personal and mixed, whether tangible or intangible, and all debts due to each of the Constituent LLCs shall be vested in the Surviving LLC and all and every other interest of each of the Constituent LLCs shall be thereafter the property of the Surviving LLC as effectively as they were of each of the Constituent LLCs, and the title to any real estate, whether by deed or otherwise, vested in each of the Constituent LLCs or the Surviving LLC, shall not revert or be in any way impaired by reason of the Merger. On the Effective Date, all rights of creditors and all liens upon any property of each of the Constituent LLCs shall be preserved unimpaired, and all debts, liabilities, obligations, and duties of the Constituent LLCs shall thenceforth attach to the Surviving LLC, and may be enforced against the Surviving LLC to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted to by it.

9. **Further Assurances.** From time to time, as and when required by the Surviving LLC, there shall be executed and delivered on behalf of each of the Constituent LLCs such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect in, to conform of record or otherwise in the Surviving LLC the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of each of the Constituent LLCs and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving LLC are fully authorized in the name and on behalf of each of the Constituent LLCs or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

10. **Termination.** Notwithstanding the approval of this Agreement by the shareholders of PowerMinn 9090, LLC Florida, this Agreement may be terminated by the mutual

consent of the Members at any time prior to the Effective Date. In addition, this Agreement may be terminated at the direction of the Members of PowerMinn 9090, LLC Delaware if any of the Members of PowerMinn 9090, LLC Florida shall perfect their rights of appraisal granted under and pursuant to the applicable provisions Florida or Delaware law.

11. **Amendment.** Subject to the restrictions of Florida and Delaware law, this Agreement may be amended by the mutual consent of the Members prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

12. **Miscellaneous.** This Agreement may be executed in one or more counterparts, including by facsimile, each of which shall be deemed an original, and all of which shall constitute one and the same document. This Agreement constitutes the entire agreement of the parties which respect to the subject matter hereof and supersedes any prior or contemporaneous agreements, oral or written, relating thereto.

The MANAGER of the surviving LLC is:
POWERMINN HOLDINGS, LLC
2295 CORPORATE BLVD. N.W., SUITE 222
BOCA RATON, FL 33431

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[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have duly executed this Merger Agreement as of the date first written above.

POWERMINN 9090, LLC,
a Florida limited liability company

By: Elayne Herrick
Name: Elayne Herrick
Title: Member

By: Norton Herrick
Name: Norton Herrick
Title: Member

By: Howard Herrick
Name: Howard Herrick
Title: Member

By: Michael Herrick
Name: Michael Herrick
Title: Member

By: Evan Herrick
Name: Evan Herrick
Title: Member

POWERMINN 9090, LLC,
a Delaware limited liability

By: Elayne Herrick
Name: Elayne Herrick
Title: Member

By: Norton Herrick
Name: Norton Herrick
Title: Member

By: Howard Herrick
Name: Howard Herrick
Title: Member

By: Michael Herrick
Name: Michael Herrick
Title: Member

By: Evan Herrick
Name: Evan Herrick
Title: Member