P00000116895

Florida Department of State
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Attn: Sue Deverson
910015.0016

From:
Account Name : TRIPP, SCOTT, CONKLIN & SMITH
Account Number : 075350000065
Phone : (954)525-7500
Fax Number : (954)761-8475

MERGER OR SHARE EXCHANGE

TRIPPEROO FAMILY, INC.

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Merger

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DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRIPPEROO NEVADA, INC., a Nevada corporation not qualified to transact business in the State of Florida

INTO

TRIPPEROO FAMILY, INC., a Florida entity, P00000116895

File date: January 4, 2001

Corporate Specialist: Darlene Connell

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2001

TRIPPEROO FAMILY, INC.
C/O 110 SE 6TH STREET, 15TH FLOOR
FT. LAUDERDALE, FL 33301

SUBJECT: TRIPPEROO FAMILY, INC.
REF: P00000116895

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109, Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Please remove all references to 607.1108 and 607.1109, Florida Statutes from the document and replace with 607.1105 and 607.1107, Florida Statutes.

Please retain the certificate page from the merger found in front of the copy of the Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000000357
Letter Number: 701A00000400

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ARTICLES OF MERGER
(Plan of Merger Attached)

of

TRIPPEROO NEVADA, INC., a Nevada corporation

with and into

TRIPPEROO FAMILY, INC., a Florida corporation

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of NRS 92A.100 to 92A.180, inclusive and NRS 92A.200 to 92A.240, inclusive, of the Nevada Business Corporation Act ("Nevada Act"), and pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act ("Florida Act"), each of Tripperoo Nevada, Inc., a Nevada corporation (the "Merging Corporation") and Tripperoo Family, Inc., a Florida corporation (the "Surviving Corporation") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. Tripperoo Nevada, Inc., c/o 3800 Howard Hughes Parkway, 7th Floor, Las Vegas, Nevada 89109; FEI Number: 86-0845417; File Number: C 26369-96.

2. Tripperoo Family, Inc., c/o 110 SE 6th Street, 15th Floor, Ft. Lauderdale, FL 33301; FEI Number: Applied For; Florida Document Number: P00000116895.

3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with NRS 92A.120 of the Nevada Act, and (ii) the Surviving Corporation in Section 607.1105 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.

4. The Plan was (i) approved by the Board of Directors, and unanimously approved and adopted by the shareholders of the Merging Corporation on November 27, 2000, and (ii) approved by the Board of Directors, and unanimously approved and adopted by the shareholders of the Surviving Corporation on December 22, 2000.

5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.

6. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 110 SE 6th Street, 15th Floor, Ft. Lauderdale, FL 33301.

Prepared by: Christine P. Yates, Esq.
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7. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.

8. The Merger is not prohibited by any regulation or the Articles of Incorporation of the Surviving Corporation.

9. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 2nd day of January, 2001 by each of their duly authorized representatives.

TRIPPEROO NEVADA, INC., as the Merging Corporation

By: ______________________
Norman D. Tripp
President

TRIPPEROO FAMILY, Inc., as the Surviving Corporation

By: ______________________
Norman D. Tripp
President

EXHIBIT "A"

Plan of Merger

PLAN OF MERGER

This Plan of Merger (the "Plan"), having been approved and adopted on November 27, 2000 by Tripperoo Nevada, Inc., a Nevada corporation (the "Merging Corporation") in accordance with NRS 92A.100 to 92A.180, inclusive and NRS 92A.200 to 92A.240, inclusive, of the Nevada Act (as such term is described in the Articles of Merger), and on December 22, 2000 by Tripperoo Family, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with Section 607.1107 of the Florida Act (as such term is described in the Articles of Merger), pertains to the merger of the Merging Corporation with and into the Surviving Corporation (the Merging Corporation and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Boards of Directors, as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their respective shareholders, that the Merging Corporation be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation was incorporated in the State of Florida on the 22nd day of December, 2000 under the name Tripperoo Family, Inc.; and shall be the surviving corporation in the Merger. A copy of the Surviving Corporation's Articles of Incorporation is attached hereto as Exhibit "A".

C. The Merging Corporation was incorporated in the State of Nevada on the 23rd day of December, 1996 under the name Tripperoo Nevada, Inc. and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized two thousand five hundred (2,500) shares of common stock (the "Nevada Common Stock"), of which two thousand five hundred (2,500) shares of the Nevada Common Stock are currently issued and outstanding. The issued and outstanding Nevada Common Stock of the Merging Corporation is the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows: Two Thousand Five Hundred (2,500) shares of the Nevada Common Stock (the "Tripp Stock") to Norman D. Tripp.

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E The Surviving Corporation has authorized two thousand five hundred (2,500) shares of common stock (the "Florida Common Stock"), of which two thousand five hundred (2,500) shares of the Florida Common Stock are currently issued and outstanding. The issued and outstanding Florida Common Stock of the Surviving Corporation is the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows: Two Thousand Five Hundred (2,500) shares of Florida Common Stock (the "NTripp Stock") to Norman D. Tripp.

ARTICLE I.
The Merger

At the Effective Time (as defined in Article III(A) hereof), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the Nevada Business Corporation Act (the "Nevada Act") and the Florida Business Corporation Act (the "Florida Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall thereafter continue as the surviving entity under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation and the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

B. At the Effective Time, the directors and officers of the Surviving Corporation shall be the directors and officers of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE II.
Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Time, the Nevada Common Stock shall be exchanged for the Florida Common Stock in the following manner:

> Norman D. Tripp shall exchange the Tripp Stock for the Ntripp Stock in the Surviving Corporation.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Corporation.

ARTICLE III.
Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

C. At the Effective Time, the Surviving Corporation appoints the secretary of state of Nevada as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting owners of the Merging Corporation. Service of such process must be made by personally delivering to and leaving with the secretary of state duplicate copies of the process and the payment of a fee of $25 for accepting and transmitting the process. The secretary of state shall forthwith send by registered or certified mail one of the copies to the Surviving Corporation at its specified address.

D. To agree that it will promptly pay to the dissenting owners of the Merging Corporation the amount, if any, to which they are entitled under or created pursuant to NRS 92A.300 to 92A.500, inclusive.

ARTICLE IV.
Miscellaneous

A. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 110 SE 6th Street, 15th Floor, Ft. Lauderdale, FL 33301.

B. No amendments or changes have been made to the Articles of Incorporation of the Surviving Corporation.

C. A copy of the Plan will be furnished by the Surviving Corporation, upon written request and without cost, to any shareholder of either corporation that is a party to the Merger.

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EXHIBIT "A"

Articles of Incorporation of the Surviving Corporation

ARTICLES OF INCORPORATION
OF
TRIPPEROO FAMILY, INC.

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
NAME

The name of this Corporation is:

Tripperoo Family, Inc.

ARTICLE II
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue Two Thousand Five Hundred (2,500) shares of no par value common stock.

ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The principal office and mailing address of this Corporation is:

c/o 110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

Prepared by: Christine P. Yates, Esq.
Bar No. 122653
Tripp Scott, PA
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Christine P. Yates, Esq.
Tripp Scott, P.A.
110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

ARTICLE VI
INCORPORATOR

The name and street address of the Incorporator is:

Norman D. Tripp
c/o 110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

ARTICLE VII
AMENDMENT

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 22nd day of December, 2000.

Norman D. Tripp, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

Christine P. Yates, Registered Agent