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CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILED
01 OCT 18 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-10/18/01--01037--014
*****78.75 *****78.75

DATE: 10-18-01

REF. #: 0150.2683

CORP. NAME: Palmbird Investments, Inc into
Grand Zodiac Investments, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 500429 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

C. Coulllette OCT 18 2001

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01 OCT 18 PM 12:12
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

PALMBIRD INVESTMENTS, INC., a Florida corporation, P01000101381

INTO

GRAND ZODIAC INVESTMENTS, INC., a Florida entity, P01000101385

File date: October 18, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
PALMBIRD INVESTMENTS, INC., A FLORIDA CORPORATION
INTO
GRAND ZODIAC INVESTMENTS, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), PALMBIRD INVESTMENTS, INC., a Florida corporation ("Palm Bird") and GRAND ZODIAC INVESTMENTS, INC., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging Palmbird with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the board of directors and shareholders of each of Palmbird and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 17th day of September, 2001.

~~PALMBIRD INVESTMENTS, INC.~~

By: _____

Print Name: Juan R. Loumiet

Title: Attorney-in-Fact

~~GRAND ZODIAC INVESTMENTS, INC.~~

By: _____

Print Name: Juan R. Loumiet

Title: Attorney-in-Fact

FILED
01 OCT 18 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated September 17th, 2001, between **PALMBIRD INVESTMENTS, INC.**, a Florida corporation ("**Palmbird**"), and **GRAND ZODIAC INVESTMENTS, INC.**, a Florida corporation ("**Grand Zodiac**" or the "**Surviving Corporation**").

Palmbird has issued and outstanding 100 shares of common stock, par value \$1.00 per share (the "**Palmbird Common Stock**").

Grand Zodiac has issued and outstanding 100 shares of common stock, par value \$1.00 per share (the "**Grand Zodiac Common Stock**").

Palmbird and Grand Zodiac desire to effect the statutory merger of Palmbird with and into Grand Zodiac, with Grand Zodiac to survive such merger.

1. **Constituent Corporations.** Grand Zodiac and Palmbird shall be parties to the merger (the "**Merger**") of Palmbird with and into Grand Zodiac.

2. **Terms and Conditions of Merger.** Palmbird (the "**Constituent Corporation**") shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into Grand Zodiac, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the Palmbird Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each certificate representing shares of Grand Zodiac Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of the common Stock of the Surviving Corporation.

4. **Articles of Incorporation.** The Articles of Incorporation of Grand Zodiac as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of the Grand Zodiac as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of Grand Zodiac in office on the Effective Date shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of Palmbird and Grand Zodiac is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

~~GRAND ZODIAC INVESTMENTS,~~
~~INC.~~

By: ~~Juan R. Loumiet~~

~~Print Name: Juan R. Loumiet~~

~~Title: Attorney-in-Fact~~

~~PALMBIRD INVESTMENTS, INC.~~

By: ~~Juan R. Loumiet~~

~~Print Name: Juan R. Loumiet~~

~~Title: Attorney-in-Fact~~

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