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*Merger  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

HRS INVESTMENTS, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

L.W. INVESTMENTS, L.C., A FLA. LLC (L97000000309)

INTO

**HRS INVESTMENTS, INC.**, a Florida entity, P01000102063

File date: December 28, 2001

Corporate Specialist: Brenda Tadlock

**ARTICLES OF MERGER**  
**OF**

**HRS INVESTMENTS, INC. AND L.W. INVESTMENTS, L.C.**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

| Name and Street Address   | Jurisdiction            | Entity Type            |
|---|-------------------------|------------------------|
| 1. HRS Investments, Inc.<br>2545 E. Sunrise Blvd., PMB 237<br>Ft. Lauderdale, Florida 33304 | Broward County, Florida | Corporation for profit |

Florida Document/Registration Number: PO1-102063 FEI No: **65-1149041**

|  |                         |                 |
|--|-------------------------|-----------------|
| 2. L.W. Investments, L.C.<br>2545 E. Sunrise Blvd., PMB 237<br>Ft. Lauderdale, Florida 33304 | Broward County, Florida | Limited Company |
|--|-------------------------|-----------------|

Florida Document/Registration Number: L97-309 FEI No: **65-0738140**

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

| Name and Street Address  | Jurisdiction            | Entity Type            |
|--|-------------------------|------------------------|
| HRS Investments, Inc.<br>2545 E. Sunrise Blvd., PMB 237<br>Ft. Lauderdale, Florida 33304 | Broward County, Florida | Corporation for profit |

Florida Document/Registration Number: PO1-102063 FEI No: **65-1149041**

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdiction(s).

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of

These document were prepared by:  
Caszie Hart, P.A.  
Attorneys at Law  
13899 Biscayne Blvd., Suite 314  
Miami, Florida 33181

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Florida, 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 right of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or regulations of articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The Articles of Merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**HRS INVESTMENTS, INC.**

By: \_\_\_\_\_

**HELMUTH SCHAEFF**  
*President & Chief Executive Officer*

**L.W. INVESTMENTS, L.C.**

By: \_\_\_\_\_

**HELMUTH SCHAEFF**  
*President & Chief Executive Officer*

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Cazic Hart, P.A.  
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**PLAN OF MERGER**  
**OF**

**HRS INVESTMENTS, INC. AND L.W. INVESTMENTS, L.C.**

The following plan of merger dated December 26, 2001, between HRS Investments, Inc., referred to as the surviving corporation, and L.W. Investments, L.C., referred to as the absorbed limited company, is being submitted in accordance with section(s) 607.1101, 608.438, and/or 620.201, Florida Statutes. **The effective date of the merger shall be the date of filing of this Plan of Merger and related Articles of Merger.**

**STIPULATIONS**

A. HRS Investments, Inc., (the "surviving corporation"), is a corporation for profit, organized and existing under the laws of the State of Florida, with its principal office at 2545 E. Sunrise Blvd., PMB 237, Ft. Lauderdale, Florida 33304.

B. HRS Investments, Inc., has a capitalization of one thousand (1,000) authorized shares of \$1.00 (par value) common stock, of which 1,000 shares are issued and outstanding. The authorized number of shares will be increased to two thousand (2,000) prior to the effective date of the merger.

C. L.W. Investments, L.C., (the "absorbed corporation"), is a limited company, organized and existing under the laws of the State of Florida, with its principal office at 2545 E. Sunrise Blvd., PMB 237, Ft. Lauderdale, Florida 33304.

D. L.W. Investments, L.C., has a current capitalization of one thousand (1,000) authorized shares of \$1.00 (par value) common stock, of which 1,000 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that L.W. Investments, L.C., be merged into HRS Investments, Inc., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

**Section One. Merger.** L.W. Investments, L.C., shall merge with and into HRS Investment, Inc., which shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and

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mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 common stock of L.W. Investments, L.C., issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 common stock HRS Investments, Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares, in any, to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

**Section Four. Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation, HRS Investments, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

**Section Five. Changes in Bylaws.** The bylaws of the surviving corporation, HRS Investments, Inc., shall continue to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation, HRS Investments, Inc., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full un-expired terms of their offices and until

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their successors have been elected or appointed and qualified.

**Section Seven. Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**Section Eight. Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 24, 2001, or at such other time as to which the boards of directors of the constituent corporations may agree.

**Section Nine. Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

**Section Ten. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 2001; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

**Section Eleven. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument. Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

**HRS INVESTMENTS, INC.**

By: 

**HEINRICH SCHAERF**

**President & Chief Executive Officer;**

**L.W. INVESTMENTS, L.C.**

By: 

**HEINRICH SCHAERF**

**President & Chief Executive Officer;**

By: 

**MARKUS SCHAERF**

**Secretary;**

By: 

**MARKUS SCHAERF**

**Secretary;**

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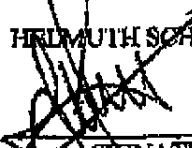
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**WRITTEN CONSENT**

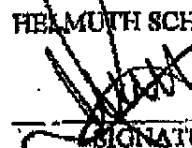
I, HELMUTH SCHEARF, the undersigned, being a 100% shareholder of both HRS Investment, Inc., the surviving corporation, and L.W. Investments, L.C., the absorbed limited company, and owning and being entitled to vote all of the shares in each company, the number of which shares are set forth opposite my name below, hereby approve and consent to the adoption of the foregoing Plan of Merger of L.W. Investments, L.C., with and into HRS Investments, Inc.

Executed by the undersigned on the date set forth opposite his name, below.

HELMUTH SCHEARF HRS Investments, Inc. 1,000 shares

  
 \_\_\_\_\_  
 SIGNATURE DATE 12-28-01

HELMUTH SCHEARF L.W Investments, L.C. 1,000 shares

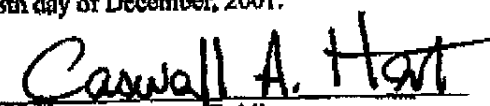
  
 \_\_\_\_\_  
 SIGNATURE DATE 12-28-01

STATE OF FLORIDA )  
 ) SS:  
 COUNTY OF MAIMI-DADE)

BEFORE ME, the undersigned authority, a Notary Public authorized to take acknowledgements in the State of Florida and the County set forth above, HELMUTH SCHEARF and MARKUS SCHEARF, personally acknowledge and are known to me to be the persons described in and who executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28th day of December, 2001.

Caswall A Hart  
 My Commission CC772438  
 Expires September 3, 2002

  
 Signature of Notary Public  
 Printed, typed or stamped name, and  
 Serial Number of Notary Public:  
 My Commission expires:  
 Notary Public, State of Florida.

This document was prepared by:  
 Casale Hart, P.A.  
 Attorneys at Law  
 13899 Biscayne Blvd., Suite 314  
 Miami, Florida 33181

Caswall A Hart  
 My Commission CC772438  
 Expires September 3, 2002

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