

DEC-28-2001 11:36

FROM-ATLAS PEARLMAN, PA

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Division of Corporations

PO1000117523

ATTENTION: Karen Gibson

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

RAPTOR INVESTMENTS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RAPTOR INVESTMENTS, INC., a Delaware corporation not qualified in Florida

INTO

RAPTOR INVESTMENTS, INC., a Florida entity, P01000117523

File date: December 26, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

12/27 filing date

December 28, 2001

RAPTOR INVESTMENTS, INC.
2855 N UNIVERSITY DRIVE SEE 320
CORAL SPRINGS, FL 33065

SUBJECT: RAPTOR INVESTMENTS, INC.
REF: P01000117523

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Karen Gibson
Corporate Specialist

FAX Aud. #: E01000123723
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 2001

RAPTOR INVESTMENTS, INC.
2855 N UNIVERSITY DRIVE STE 320
CORAL SPRINGS, FL 33065

SUBJECT: RAPTOR INVESTMENTS, INC.
REF: P01000117523

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Darlene Connell
Corporate Specialist

FAX Aud. #: H01000123723
Letter Number: 801A00067249

**ARTICLES OF MERGER
OF
RAPTOR INVESTMENTS, INC. (a Delaware corporation)
INTO
RAPTOR INVESTMENTS, INC. (a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** RAPTOR INVESTMENTS, INC., a Delaware corporation ("Raptor Delaware") shall be merged with and into RAPTOR INVESTMENTS, INC., a Florida corporation ("Raptor Florida"), bearing document number P01000117523 (Raptor Delaware and Raptor Florida collectively referred to herein as the "Constituent Corporations") (the "Merger"), and Raptor Florida shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger. The name of the Surviving Corporation shall be: RAPTOR INVESTMENTS, INC., a Florida corporation.

3. **Succession.** On the Effective Date, Raptor Florida shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Delaware, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the

ROXANNE K. BEILLY, ESQ., FLA. BAR #851450
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Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Delaware's common stock, shall be converted into the right to receive the consideration set forth in Article Three of the Merger Agreement between Raptor Investments, Inc., a Delaware corporation, and Raptor Investments, Inc., a Florida corporation.

SECOND: The Effective Date of the Merger is December 24, 2001.

THIRD: The Plan of Merger was adopted by Florida's Board of Directors by Unanimous Written Consent on the 12th day of December, 2001, by Delaware's Board of Directors by Unanimous Written Consent on the 16th day of November, 2001, and by Written Consent of Delaware's Majority Shareholders on the 24th day of December, 2001. Approval by Florida's Shareholders was not required.

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FROM-ATLAS PEARLMAN, PA

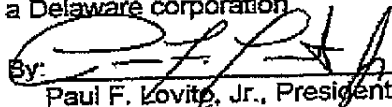
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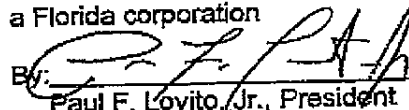
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Signed this 24th day of December 2001.

RAPTOR INVESTMENTS, INC.
a Delaware corporation

By:  President
Paul F. Lovito, Jr., President

RAPTOR INVESTMENTS, INC.
a Florida corporation

By:  President
Paul F. Lovito, Jr., President