

P02000060485

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need Articles & Plan

MERGER OR SHARE EXCHANGE

INVESTORS FOCUS, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INVESTORS FOCUS, LLC, L99000002189, A FLORIDA LIMITED LIABILITY  
COMPANY

INTO

**INVESTORS FOCUS, INC.**, a Florida entity, P02000060485

File date: August 13, 2002

Corporate Specialist: Michelle Hodges

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**ARTICLES OF MERGER**

**INVESTORS FOCUS, LLC**  
a Florida limited liability company

L99-2189

WITH AND INTO

**INVESTORS FOCUS, INC.**  
a Florida corporation

P02-60485

The following Articles of Merger are being submitted in accordance with Sections 607.1108, 607.1109, 608.438 and 608.4382, Florida Statutes.

**FIRST:** The plan of merger is as follows:

1. **Merger.** Investors Focus, LLC, a Florida limited liability company, with its address at 1000 Lincoln Road, Suite 200, Miami Beach, Florida 33139, organized in the jurisdiction of Florida and bearing Document Number L9900002189 ("Investors LLC") shall be merged (the "Merger") with and into Investors Focus, Inc., a Florida corporation, with its address at 1000 Lincoln Road, Suite 200, Miami Beach, Florida 33139, organized in the jurisdiction of Florida and bearing Document Number P02000060485 ("Investors Corp"). Investors LLC and Investors Corp are sometimes hereinafter collectively referred to as the "Constituent Entities." Investors Corp shall be the surviving entity of the Merger (the "Surviving Entity"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Time").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Entity, as same shall exist from and after the Effective Time, shall be the Articles of Incorporation of the Surviving Entity following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of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 Entity, shall constitute the Articles of Incorporation of the Surviving Entity separate and apart from these Articles of Merger.

3. **Succession.** At the Effective Time, Investors Corp shall continue its corporate existence under the laws of the State of Florida, and the separate existence and organization of Investors LLC, except insofar as it may be continued by operation of law, shall be terminated and cease.

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**4. Conversion of Interests.** At the Effective Time, by virtue of the Plan of Merger and without any further action on the part of the Constituent Entities, their shareholders or members, the Membership Interests of Investors LLC that are issued and outstanding shall be changed and converted into, on a pro-rata basis, 100% of Investors Corp common stock to be issued pursuant to the Merger.

**SECOND:** The Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger, in accordance with Chapters 607 and 608, Florida Statutes.

**THIRD:** The Effective Time of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida.

Dated this 8th day of August, 2002.

**INVESTORS FOCUS, INC.**  
a Florida corporation

By:   
Mitchell Rubinson, President

**INVESTORS FOCUS, LLC**  
a Florida limited liability company

By:   
Mitchell Rubinson, Manager

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