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Division of Corporations

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**Florida Department of State
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Florida Dept of State



March 1, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BERG NETWORKS, INC.
285 PAYNE DRIVE
MIAMI SPRINGS, FL 33186

SUBJECT: BERG NETWORKS, INC.
REF: P03000059416

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ARTICLES OF MERGER
OF
BERG NETWORKS, INC.
AND
BERGGI, INC.

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

First: The name and jurisdiction of the surviving corporation:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NUMBER</u>
Berggi, Inc.	Delaware	4060097

Second: The name and jurisdiction of the merging corporation:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NUMBER</u>
Berg Networks, Inc.	Florida	P03000059416

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on February 16, 2006, and Shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the Shareholders of the Merging Corporation on February 16, 2006.

[SIGNATURE PAGE FOLLOWS]

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**[SIGNATURE PAGE TO THE ARTICLES OF MERGER
OF BERG NETWORKS, INC. AND BERGGI, INC.]**

Executed on February 16, 2006.

BERG NETWORKS, INC.



Jorge Mata, President

BERGGI, INC.



James Carroll, Vice-President and Secretary

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EXHIBIT A
PLAN OF MERGER

(see attached)

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**PLAN OF MERGER
OF
BERG NETWORKS, INC.
AND
BERGGI, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Plan of Merger.

First: The name and jurisdiction of the surviving corporation:

<u>NAME</u>	<u>JURISDICTION</u>
Berggi, Inc.	Delaware

Second: The name and jurisdiction of the merging corporation:

<u>NAME</u>	<u>JURISDICTION</u>
Berg Networks, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Berg Networks, Inc. and Berggi, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware be merged with and into a single corporation, to wit, Berggi, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of Berg Networks, Inc., which is sometimes hereinafter referred to as the "Merging Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation, or in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The merger consideration for each issued share of the Merging Corporation shall be \$8.00, payable in the form of a promissory note issued by the Surviving Corporation.

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James Arnall, Vice-President and Secretary

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