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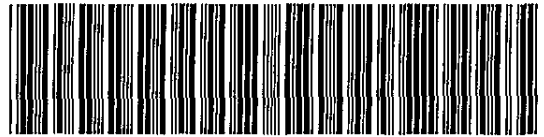
(Business Entity Name)

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 351890

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$~~28.75~~

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 9, 2003 = *608.75*

ORDER TIME : 3:04 PM

ORDER NO. : 351890-005

ARTICLES OF MERGER

GUIDO LOMBARDI INVESTMENTS,
LLC

INTO

G. LOMBARDI INVESTMENTS
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd #1140

EXAMINER'S INITIALS: _____

G. Lombardi Investments Corporation,
Florida a Florida Corporation
150 Bradley Place
Palm Beach, FL 33480

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TALLAHASSEE, FLORIDA

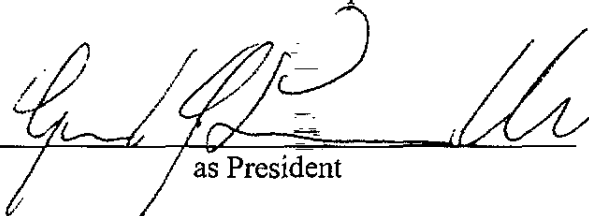
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Please file the enclosed articles of merger and plan of merger. I enclose my check for the filing fee. If you have any questions, please call me at 202 288 1777.

G. Lombardi Investments Corporation,
Florida a Florida Corporation

by:


as President

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1108, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Guido Lombardi Investments, LLC 150 Bradley Place Palm Beach, FL 33480	Florida	Florida Limited Liability Company

Florida Document/Registration Number: L03000020207

FEI Number: ***** Not obtained

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
G. Lombardi Investments Corporation, a Florida Corporation 150 Bradley Place Palm Beach, Florida 33480	Florida	Florida Corporation

Florida Document/Registration Number: P03000110540

FEI Number: 11-3708586

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103 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 Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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~~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 the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The 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: Signatures for each party.

G. LOMBARDI INVESTMENTS
CORPORATION, a Florida Corporation

By: [Signature]

Guido George Lombardi

As President

(Seal)

Date: 11/28/03

GUIDO LOMBARDI INVESTMENTS, LLC,
a Florida Limited Liability Company

By: [Signature]

Guido George Lombardi

As Member

Date: 11/28/03

Upon recording return to:

G. Lombardi Investments Corporation

150 Bradley Place

Palm Beach, Florida 33480

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Guido Lombardi Investments, LLC, a Florida Limited Liability Corporation	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
G. Lombardi Investments Corporation, a Florida Corporation	Florida

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

1. On the merger date, all property, real, personal and mixed, and all debts due to the merging party, and all and every other interest of or belonging to either the merging entity or the surviving entity shall be taken by and deemed to be transferred to and vested in the surviving entity without further act or deed.
2. All debts, liabilities, obligations and duties of the merging party and the surviving party shall attach to the surviving party and may be enforced against it to the same extent as if the debts, liabilities, obligations and duties have been incurred or contracted by the surviving entity.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Guido George Lombardi, whose address is 150 Bradley Place, Palm Beach, Florida 33480, is the sole member and holder of 100% of the outstanding membership interest in the merging party. The membership interest is converted into 1000 shares of issued common stock of the surviving party, transferred to Guido George Lombardi.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The manner and basis of converting rights, if any, to acquire interest, shares, obligations or other securities of the merged party into rights to acquire interest, shares, obligations or other securities of the surviving party shall be as determined by the Board of the surviving entity.

This merger shall be effective upon the filing of Articles of Merger for the merger between the merging party and the surviving party with the Florida Secretary of State.

G. LOMBARDI INVESTMENTS
CORPORATION, a Florida Corporation

By: 

Guido George Lombardi
As President

Date: 11/28/03

GUIDO LOMBARDI INVESTMENTS, LLC,
a Florida Limited Liability Company

By: 

Guido George Lombardi
As Member

Date: 11/28/03

RESOLUTION OF
G. LOMBARDI CORPORATION AND DIRECTOR'S CONSENT

Pursuant to the Articles of Incorporation of G. Lombardi Investments Corporation, a Florida Corporation ("Corporation"), and the provisions of the Florida Business Corporation Act, the undersigned, as the sole Director of the Corporation, does hereby declare, agree and state as follows:

1. The Corporation resolves to engage in a merger between the Corporation and Guido Lombardi Investments, LLC, a Florida Limited Liability Corporation.
2. Guido George Lombardi is the sole Director of the Corporation with full power and authority to vote as sole director. He is hereby appointed President and Secretary of the Corporation
3. The Corporation hereby approves and gratifies the Articles of Merger and Plan of Merger which are attached hereto as Exhibit "A", and directs that the Director cause such Articles and Plan of Merger to be executed and delivered by Guido George Lombardi on behalf of the Corporation, and that the same be filed with the Florida Department of State. The Corporation hereby authorizes the expenditure of all funds necessary to effect such merger and filing of such documents, and the execution and delivery by Guido George Lombardi of the Articles of Merger and Plan of Merger and such other documents as are further required to effectuate the merger. The Director further consents to the issuance of 1000 shares of stock in the Corporation to Guido George Lombardi as set forth in the Plan of Merger.
4. This Consent and Resolution shall be effective immediately upon its execution.

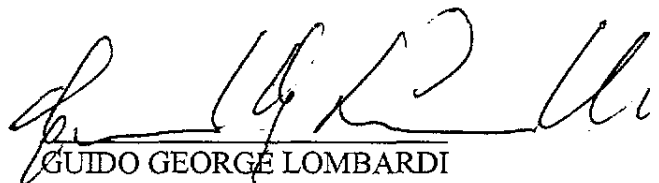

GUIDO GEORGE LOMBARDI
Director

Date: 11/28/03

CONSENT AND RESOLUTION OF MEMBERS OF
GUIDO LOMBARDI INVESTMENTS, LLC

The undersigned, being the sole member of Guido Lombardi Investments, LLC, a Florida Limited Liability Company (the "Company"), pursuant to the Articles of Organization of the Company, and the Florida Limited Liability Company Act, does hereby resolve, agree and state as follows:

1. The Company resolves to merge into G. Lombardi Investments Corporation, a Florida Corporation ("Corporation") such that the Company is merged into the Corporation and has no separate existence. The Corporation will be the surviving entity.
2. Guido George Lombardi is the sole member of the Company, and has not mortgaged, pledged, hypothecated or otherwise encumbered or transferred his membership interest in the Company, either in whole or in part.
3. The Company authorizes Guido George Lombardi to execute and deliver the Plan of Merger and Articles of Merger attached hereto as Exhibit "A" on behalf of the Company, and to further execute and deliver such other documents as may be reasonably required to effectuate the merger set forth in the Plan and Articles.
4. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.


GUIDO GEORGE LOMBARDI
As Member

Date: 11/28/03