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MERGER OR SHARE EXCHANGE

PJNF TECHNOLOGIES, INC.

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PJNF Technologies LLC 805 Bentwater Circle No. 104 Naples, Florida 34108	Florida	Limited Liability Company

Florida Document/Registration Number: L05000049245 FEI Number: 20-2920260

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>
PJNF Technologies, Inc. 805 Bentwater Circle No. 104 Naples, Florida 34108	Florida	Corporation

Florida Document/Registration Number: P05000099435 FEI Number: 20-3157342

THIRD: The attached 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.

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

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

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

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SEVENTH: SIGNATURES FOR EACH PARTY:

PJNF TECHNOLOGIES LLC

By: Paul R. Johansen
Paul R. Johansen, Managing Member

PJNF TECHNOLOGIES, INC.

By: Paul R. Johansen
Paul R. Johansen, President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1103 and 608.4381, is being submitted in accordance with sections 607.1103 and 608.4381, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
PJNF TECHNOLOGIES LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
PJNF TECHNOLOGIES, INC.	Florida

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

PJNF TECHNOLOGIES LLC shall be merged with and into PJNF TECHNOLOGIES, INC. The existence of PJNF TECHNOLOGIES LLC shall cease upon the Effective Date (as defined herein) of the merger in accordance with the provisions of the laws of the State of Florida. The Articles of Incorporation of PJNF TECHNOLOGIES, INC., as now in force and effect shall be the Articles of Incorporation of PJNF TECHNOLOGIES, INC., as it survives after the merger. The merger shall become effective at such time as is specified in the Articles of Merger (the "Effective Date").

The Plan of Merger herein entered into shall be submitted to all of the managing members and members entitled to vote of PJNF TECHNOLOGIES LLC, for their approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act and to the shareholders of PJNF TECHNOLOGIES, INC., for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

FOURTH: 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:

All membership units of PJNF TECHNOLOGIES LLC, shall, upon the Effective Date, be converted into shares in PJNF TECHNOLOGIES, INC., such that after the Effective Date, the sole member

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of PJNF TECHNOLOGIES LLC shall own 100% of the shares of stock in PJNF TECHNOLOGIES, INC. There were no existing rights to acquire any interest, shares, obligations or other securities of PJNF TECHNOLOGIES LLC.

FIFTH: The name and address of the President, sole director and sole shareholder is as follows:

Paul R. Johansen
805 Bentwater Circle, No. 104
Naples, Florida 34108

SIXTH: Other provisions relating to the merger:

PJNF TECHNOLOGIES, INC., the surviving entity, shall be governed by Bylaws.

Prepared by: PJNF Technologies, Inc. (11/26/2004) at: 10:00 AM

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