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Pennington

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

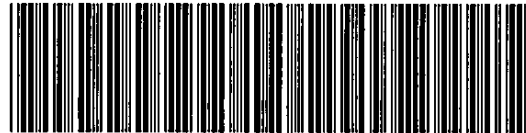
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06 AUG 14 AM 11:41  
FILED  
06 AUG 14 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This instrument prepared by:  
David R. Kinman, Esq.  
Johnston Barton Proctor & Powell LLP  
2900 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203-2618

**CERTIFICATE OF MERGER**

of

**V2R, LLC,**

**a Florida limited liability company**

**with and into**

**V2R GROUP, INC.,**

**a Florida corporation**

**FILED**  
06 AUG 14 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act, and Section 607.1109 of the Florida Business Corporation Act, the undersigned limited liability company and the undersigned corporation hereby certify that:

1. The exact name, entity type and jurisdiction for each merging business entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
V2R, LLC	Florida	Limited Liability Company
V2R Group, Inc.	Florida	Corporation

2. The exact name, entity type and jurisdiction of the surviving business entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
V2R Group, Inc.	Florida	Corporation

3. The Plan of Merger is attached hereto as Exhibit A and incorporated herein (the "Plan").

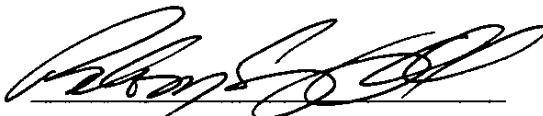
4. The contents of the Plan and the performance thereof have been duly authorized, approved and adopted by the Sole Member and Manager of V2R, LLC, in accordance with the requirements of Section 608.4381 of the Florida Limited Liability Company Act, and the Articles of Organization and Operating Agreement of V2R, LLC.

5. The contents of the Plan and the performance thereof have been duly authorized, approved and adopted by the Board of Directors of V2R Group, Inc., in accordance with the requirements of Section 607.1103 and other provisions of the Florida Business Corporation Act, and the Articles of Incorporation and Bylaws of V2R Group, Inc.

6. The effective date of the merger of the V2R, LLC, into V2R Group, Inc. shall be August 15, 2006.

Executed this 10<sup>th</sup> day of August, 2006.

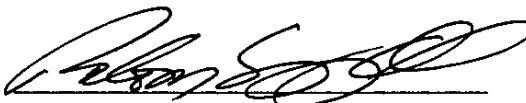
**V2R, LLC**, a Florida limited liability company

By: 

Name: B. YUSEFZADEH

Its: MANAGING DIRECTOR

**V2R, GROUP, INC.**, a Florida corporation

By: 

Name: B. YUSEFZADEH

Its: CHAIRMAN & CEO

**PLAN OF MERGER**

**For The Merger Of**

**V2R, LLC,  
A Florida Limited Liability Company**

**With and Into**

**V2R GROUP, INC.  
A Florida Corporation**

**THIS PLAN OF MERGER** provides for the merger of **V2R, LLC**, a Florida limited liability company, with and into **V2R GROUP, INC.**, a Florida corporation, pursuant to and in accordance with the provisions of Section 608.438 et seq., of the Florida Limited Liability Company Act, and Section 607.1101 et seq., of the Florida Business Corporation Act.

1. The names of the business entities that are parties to the merger are **V2R, LLC**, and **V2R Group, Inc.**

2. **V2R Group, Inc.**, shall be the surviving corporation into which **V2R, LLC**, shall merge.

3. **V2R Group, Inc.**, shall remain a Florida corporation.

4. The terms and conditions of the proposed merger are as follows:

(a) Upon the consummation of the merger, **V2R Group, Inc.**, in addition to possessing all of its rights, privileges, immunities and powers (subject to all of its duties and liabilities prior to the merger), shall possess all of the rights, privileges, immunities and powers of **V2R, LLC**, and shall be subject to all of the duties and liabilities of **V2R, LLC**.

(b) Upon the consummation of the merger, all rights, privileges, powers, and franchises, all property, real, personal or mixed, all debts due on any account, and all other things in action belonging to **V2R, LLC**, shall be vested in **V2R Group, Inc.**, and shall not in any way be impaired by reason of the merger.

(c) From and after the effective date of the merger, **V2R Group, Inc.**, shall thereafter be responsible and liable for all liabilities and obligations of **V2R, LLC**, and all rights of creditors and liens upon the property of **V2R, LLC**, shall not in any way be impaired against **V2R Group, Inc.**, after the merger.

5. The interest of the Sole Member of **V2R, LLC**, shall be exchanged for 7,100,000 shares of Class A Common Stock in **V2R Group, Inc.**, upon the completion of the merger.

Executed as of the 10<sup>th</sup> day of August, 2006.


**V2R, LLC**, a Florida limited liability company

By: 

Name: B. YUSEFZADEH

Its: MANAGING DIRECTOR

**V2R, GROUP, INC.**, a Florida corporation

By: 

Name: B. YUSEFZADEH

Its: CHM & CEO

**EXHIBIT A**  
**PLAN OF MERGER**  
(Attached Hereto)