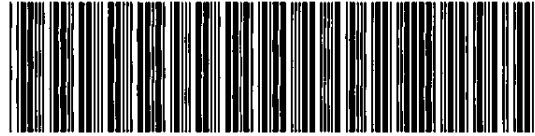


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(Requestor's Name)

(Address)

(Address)

CF-13.75

(City/State/Zip/Phone #)

10/11/06--01007--009 \*\*13.75  
10/10/06--01001--007 \*\*30.00

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(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** V2R, LLC

(Name of Surviving Party)

The enclosed <sup>Amended</sup> Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

JOHN C. PELHAM

(Contact Person)

PENNINGTON LAW FIRM

(Firm/Company)

215 S. MONROE, 2ND FLOOR

(Address)

TALLAHASSEE FL 32301

(City, State and Zip Code)

For further information concerning this matter, please call:

Renee Traynor

(Name of Contact Person)

at ( 850 ) 222-3533

(Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**FILED**  
06 OCT -9 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**AMENDED CERTIFICATE OF MERGER**

of

**V2R, LLC,**

**a Florida limited liability company**

**with and into**

**V2R GROUP, INC.,**

**a Florida corporation**

**FILED**  
06 OCT -9 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Certificate of Merger of V2R, LLC, a Florida limited liability company, with and into V2R Group, Inc., a Florida corporation (the "Certificate of Merger") was filed in the Secretary of State's office in Tallahassee, Florida on August 14, 2006, pursuant to Section 608.4382 of the Florida Limited Liability Company Act, and Section 607.1109 of the Florida Business Corporation Act. Due to a scrivener's error in Paragraph 5 of the Plan of Merger, attached hereto as Exhibit A, this Amended Certificate of Merger of V2R, LLC with and into V2R Group, Inc., hereby amends and restates the Certificate of Merger in its entirety as follows:

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 Amended Plan of Merger is attached hereto as Exhibit B and incorporated herein (the "**Amended Plan**").

4. The contents of the Amended 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 Amended 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 4<sup>th</sup> day of OCTOBER, 2006.

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

By: 

Name: Bahram Yusefzadeh

Its: Sole Member / Manager

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

By: 

Name: Bahram Yusefzadeh

Its: CHM & CEO

---

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

06 OCT -9 AM 11:01  
**FILED**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 B**  
**AMENDED PLAN OF MERGER**  
(Attached Hereto)



**AMENDED PLAN OF MERGER**

**For The Merger Of**

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

**With and Into**

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

**FILED**  
06 OCT -9 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE PLAN OF MERGER** provided 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. Due to a scrivener's error in Paragraph 5 of the Plan of Merger, this **AMENDED PLAN OF MERGER** hereby amends and restates the Plan of Merger in its entirety as follows:

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.

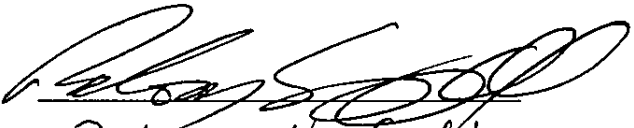
(b) Upon the consummation of the merger, all rights, privileges, powers, and franchises, all property, real, personal or mixed, all debts due on any account, and all other things in action belonging to V2R, LLC, shall be vested in V2R Group, Inc., and shall not in any way be impaired by reason of the 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 5,200,000 shares of Class A Common Stock in V2R Group, Inc., upon the completion of the merger.

Executed as of the 4<sup>th</sup> day of OCTOBER, 2006.

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

By: 

Name: Bahram Yusefzadeh

Its: Sole Member / Manager

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

By: 

Name: Bahram Yusefzadeh

Its: CHM & CEO