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Division of Corporations

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MERGER OR SHARE EXCHANGE

STEINBURG & MILANO INC.

Certificate of Status	1
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9/2/2005

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**ARTICLES OF MERGER OF
STEINBURG & MILANO, LLC
WITH AND INTO
STEINBURG & MILANO INC.**

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 each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
STEINBURG & MILANO, LLC 5051 Castello Drive, Suite 206 Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/
Registration Number: L04000037756 FEI Number: 20-1157600

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>
STEINBURG & MILANO INC. 5051 Castello Drive, Suite 206 Naples, Florida 34103	Florida	Corporation

Florida Document/
Registration Number: P95000015661 FEI Number: 22-3360452

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. The Plan of Merger was adopted by the sole shareholder of the surviving corporation on September 2, 2005. The Plan of Merger was adopted by the manager and members of the limited liability company on September 2, 2005.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of the 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 Florida Department of State.

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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

STEINBURG & MILANO, LLC,
a Florida limited liability company,
Merging Entity


Dennis J. Navarra, Member and
Manager

STEINBURG & MILANO INC.,
a Florida corporation, Member

By: 
Dennis J. Navarra, President

STEINBURG & MILANO INC.,
a Florida corporation, Surviving Entity

By: 
Dennis J. Navarra, President

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated September 2, 2005, between Steinburg & Milano Inc., a Florida corporation, (the "Surviving Corporation"), and Steinburg & Milano, LLC, a Florida limited liability company, (the "Merged Limited Liability Company"), is submitted in compliance with Florida Statutes §§607.1103-607.11101 and §§608.438 - 608.4383.

WITNESSETH:

WHEREAS, the Articles of Incorporation of Surviving Corporation were filed in the office of the Secretary of State of Florida on February 23, 1995;

WHEREAS, the Articles of Organization of Merged Limited Liability Company were filed in the office of the Secretary of State of Florida on May 18, 2004;

WHEREAS, the sole shareholder of Surviving Corporation and the sole manager and the members of Merged Limited Liability Company have authorized the merger of Merged Limited Liability Company into Surviving Corporation pursuant to the Plan set forth herein, in the manner prescribed by applicable Florida law;

NOW, THEREFORE, the merger of Merged Limited Liability Company into Surviving Corporation shall be accomplished as follows:

ARTICLE I
Merger

Effective on the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"), Merged Limited Liability Company shall be merged into Surviving Corporation and the separate existence of Merged Limited Liability Company shall cease.

ARTICLE II
Articles of Incorporation, Bylaws and Name

The Articles of Incorporation and Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be "STEINBURG & MILANO INC."

ARTICLE III
Conversion of Shares

(a) Each share of the Surviving Corporation issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holder, remain outstanding as one share of capital stock.

(b) Any and all units of Merged Limited Liability Company, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be deemed cancelled and extinguished and shall cease to exist.

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(c) The transfer books of Merged Limited Liability Company shall be closed as of the close of business on the Effective Date and no transfer of record of any of the units of Merged Limited Liability Company shall take place thereafter.

(d) Any rights (if any) to acquire interests, units, obligations or other securities of Merged Limited Liability Company as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

ARTICLE IV Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The Articles of Incorporation and the Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.

(b) The directors of Surviving Corporation on the Effective Date shall remain as the directors of Surviving Corporation after the merger.

(c) The officers of Surviving Corporation on the Effective Date shall remain the officers of Surviving Corporation.

(d) Merged Limited Liability Company shall pay all expenses incident to this merger.

(e) Upon the Effective Date, the separate existence of Merged Limited Liability Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merged Limited Liability Company, without the necessity for any separate transfer. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Limited Liability Company shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Limited Liability Company shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Limited Liability Company shall be preserved unimpaired.

(f) Following the merger, Surviving Corporation shall cause a copy of the Articles of Merger and Plan of Merger, and such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Limited Liability Company is situated.

(g) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Limited Liability Company, the proper members, managers, officers and/or agents of Merged Limited Liability Company shall execute and make all such proper assignments and

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assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:


(a) This Plan has been duly adopted and approved by written consent dated September 2, 2005, by the members and sole manager of Merged Limited Liability Company, and the undersigned members of Merged Limited Liability Company have been authorized and directed to execute and submit same in accordance with Section 608.4381, Florida Statutes.

(b) This Plan has been duly adopted and approved by written consent dated September 2, 2005, by the sole shareholder of Surviving Corporation, and the undersigned officer of Surviving Corporation has been authorized and directed to execute and submit same in accordance with Section 607.1104, Florida Statutes.

The parties have caused this Plan to be executed by their duly authorized officer as of the day and year first above-written.

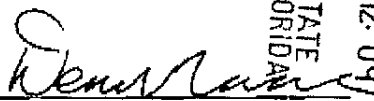
STEINBURG & MILANO, LLC,
a Florida limited liability company
"Merged Limited Liability Company"

STEINBURG & MILANO INC.,
Member

By: 
Dennis J. Navarra
Its President


Dennis J. Navarra, Member

STEINBURG & MILANO INC.
a Florida corporation
"Surviving Corporation"

By: 
Dennis J. Navarra
Its President

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