



THE UNITED STATES
CORPORATION
COMPANY

P98000077876

ACCOUNT NO. : 072100000032

REFERENCE : 043252 4723960

AUTHORIZATION :

COST LIMIT : \$ 60.00

Patricia Pizant

ORDER DATE : February 23, 2001

ORDER TIME : 2:14 PM

ORDER NO. : 043252-005

CUSTOMER NO: 4723960

000003769230--8

CUSTOMER: Ms. Claudia Guglielmo
Greenbaum, Rowe, Smith, Ravin,
99 Wood Avenue South

Iselin, NJ 08830-2712

ARTICLES OF MERGER

BEARTOOTH CAPITAL CORPORATION

INTO

BEARTOOTH CAPITAL, L.L.C.

01 FEB 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JB
22701

ARTICLES OF MERGER
Merger Sheet

MERGING:

BEARTOOTH CAPITAL CORPORATION, A FLORIDA ENTITY, P9800007876

INTO

BEARTOOTH CAPITAL, L.L.C., corporation not qualified in Florida.

File date: February 26, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

ARTICLES OF MERGER

OF

BEARTOOTH CAPITAL, L.L.C.
a New Jersey Limited Liability Company

AND

BEARTOOTH CAPITAL CORPORATION
a Florida Corporation

To Florida Department of State
Division of Corporations:

It is hereby certified that:

FIRST: The constituent business entities participating in the merger herein certified are:

- (a) Beartooth Capital, L.L.C., a New Jersey Limited Liability Company, with a principal office at 79 Rumson Road, Rumson, New Jersey 07760; and
- (b) Beartooth Capital Corporation, a Florida Corporation, with a mailing address at 533 Indian Harbor Road, Vero Beach, Florida 32963.

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

Beartooth Capital, L.L.C., a New Jersey limited liability company, with a principal office located at 79 Rumson Road, Rumson, New Jersey 07760.

THIRD: The attached Agreement and Plan of Merger meets the requirements of Section 607.1108 of the Florida Business Corporation Act, and has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Section 607.1109(1) of the Florida Business Corporation Act and N.J.S.A. 42:2B-20 of the New Jersey Limited Liability Company Act.

FOURTH: The aforesaid surviving limited liability company 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 the aforesaid constituent business entities that is a party to the merger.

FIFTH: The merger between the aforesaid constituent business entities shall be effective at the date and time at which a copy of these Articles of Merger are filed with the Department of State of the State of Florida pursuant to Section 607.1109(1)(f) of the Florida Business Corporation Act.

01 FEB 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

SIXTH: The surviving entity agrees to pay the shareholders and/or members of each domestic corporation and/or limited liability company that is a party to this merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.


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

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

Dated: 02/40/

BEARTOOTH CAPITAL CORPORATION

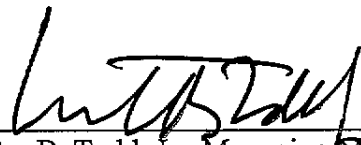
By:


Webster B. Todd, Jr., President

Dated: 02/40/

BEARTOOTH CAPITAL, L.L.C.

By:


Webster B. Todd, Jr., Managing Member

APPROVED
AND
FILED
01 FEB 26 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

OF

BEARTOOTH CAPITAL, L.L.C.
a New Jersey Limited Liability Company

AND

BEARTOOTH CAPITAL CORPORATION
a Florida Corporation

APPROVED
AND
FILED

01 FEB 26 AM 9:35

RECEIVED BY STATE
CLERK OF THE
ALLAHACKE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER approved on February 14 2001 by BEARTOOTH CAPITAL, L.L.C., a limited liability company of the State of New Jersey, and by resolution adopted by its sole member on said date, and approved on February 14, 2001 by BEARTOOTH CAPITAL CORPORATION, a corporation of the State of Florida, and by resolution adopted by its sole director and shareholder on said date.

WHEREAS, Beartooth Capital, L.L.C., is a limited liability company of the State of New Jersey with its registered office therein located at 79 Rumson Road, Rumson, New Jersey 07760; and

WHEREAS, Beartooth Capital Corporation, is a corporation of the State of Florida with its mailing address therein located at 533 Indian Harbor Road, Vero Beach, Florida 32963; and

WHEREAS, Beartooth Capital, L.L.C. and Beartooth Capital Corporation and the respective directors, shareholders and members thereof declare it advisable and to the advantage, welfare, and best interests of said business entities and their respective directors, shareholders and members to merge Beartooth Capital Corporation with and into Beartooth Capital, L.L.C. pursuant to the provisions of the New Jersey Limited Liability Company Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the sole director and shareholder of Beartooth Capital Corporation and duly approved by a resolution adopted by the members of Beartooth Capital, L.L.C., the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Beartooth Capital, L.L.C. and Beartooth Capital Corporation shall, pursuant to the provisions of the New Jersey Limited Liability Company Act, be merged with and into a single limited liability company, to wit, Beartooth Capital, L.L.C., which shall be the surviving business entity from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving limited liability company", and which shall continue to exist as said surviving limited liability company under its present name pursuant to the provisions of the New Jersey Limited Liability Company Act.

The separate existence of Beartooth Capital Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the said effective time and the surviving limited liability company shall become the owner, without any other transfer, of all the rights and property of the merging entities, and the surviving limited liability company shall become subject to all the debts and liabilities of the merging entities in the same manner as if the surviving limited liability company had incurred them.

2. Each shareholder of the terminating corporation at the effective time of the merger shall become a member of the surviving limited liability company.

3. The shares of the terminating corporation shall, at the effective time of merger, be converted into membership interests of the surviving limited liability company. The resulting percentage interests of each member in the surviving limited liability company shall be equal to the percentage of shares that each shareholder held in the terminating corporation.

Rights, if any, to acquire the shares of the terminating corporation shall not be convertible into rights to acquire interests in the surviving limited liability company, but additional interests in the surviving limited liability company may be acquired in accordance with the operating agreement, if any, of said surviving limited liability company, or in accordance with applicable New Jersey law.

4. The surviving limited liability company shall be governed by the New Jersey Limited Liability Company Act until such time, if any, as the members unanimously consent to the adoption of an operating agreement.

5. The manager of the surviving limited liability company shall be Webster B. Todd, Jr., whose address is 79 Rumson Road, Rumson, New Jersey 07760.

6. At such time that this Agreement and Plan of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving limited liability company in accordance with the provisions of the New Jersey Limited Liability Company Act, the said business entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts within the State of New Jersey and elsewhere to effectuate the merger herein provided for.

7. The shareholders of the terminating corporation and the members of the surviving limited liability company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. The merger shall be effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

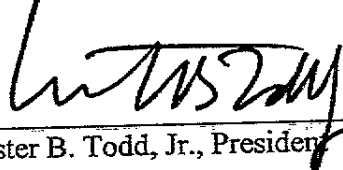
APPROVED
AND
FILED
01 FEB 26 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FL 32312

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed upon behalf of each of the constituent entities hereto.

Dated: 021401

BEARTOOTH CAPITAL CORPORATION


By:


Webster B. Todd, Jr., President

Dated: 021401

BEARTOOTH CAPITAL, L.L.C.

By:


Webster B. Todd, Jr., Managing Member

APPROVED
AND
FILED
01 FEB 26 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA