

P98000104957

## Florida Department of State

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## MERGER OR SHARE EXCHANGE

OH, Inc.

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**STATE OF FLORIDA**

**ARTICLES OF MERGER**

**OF**

**OAKRIDGE MEMBERSHIP HOLDINGS, LLC**

**A DELAWARE LIMITED LIABILITY COMPANY**

**INTO**

**OH, INC.**

**A FLORIDA CORPORATION**

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Pursuant to Sections 607.1108 and 607.1109 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned entities adopt the following articles of merger:

**FIRST:** The plan of merger is as follows:

1. Oakridge Membership Holdings, LLC, a Delaware limited liability company ("*Disappearing Entity*"), shall be merged, in accordance with Section 607.1101 of the Florida Business Corporation Act (the "*Corporation Act*") and Section 18-209 of the Delaware Limited Liability Company Act (the "*LC Act*"), with and into OH, Inc., a Florida corporation (the "*Surviving Corporation*"), which shall be the surviving entity (the "*Merger*").

2. On the Effective Date (as defined below), by virtue of the Merger and without any action on the part of the sole member of the Disappearing Entity ("*Membership Interests*"), the Membership Interests issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive an aggregate number of shares of Common Stock, par value \$.001 per share, of the Surviving Entity ("*Corporation Common Stock*") at the rate of 1,000 shares of Corporation Common Stock of Surviving Corporation for all of the Disappearing Entity Membership Interests issued and outstanding. No Membership Interest shall be deemed to be outstanding or to have any rights other than those set forth in this paragraph after the Effective Date of the Merger.

3. The name and business address of the president and the principal office of the Surviving Entity is:

Rudy J. Noriega, President  
OH, Inc.  
5601 N. Dixie Highway  
Suite 411  
Fort Lauderdale, Florida 33334

Mara Lerner, Esq.  
Proskauer Rose LLP  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431  
Florida Bar No. 0065463

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4. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date of the Merger, shall be the Articles of Incorporation of the Surviving Corporation until the same shall be amended in accordance with the Corporation Act and such Articles of Incorporation.

SECOND: The plan of merger was adopted and approved by the Board of Directors and sole shareholder of the Surviving Corporation as of the 28<sup>th</sup> day of December, 1998, in accordance with Section 607.1103 of the Corporation Act.

THIRD: The plan of merger was adopted by the sole member of the Disappearing Entity as of the 28<sup>th</sup> day of December, 1998, in accordance with Section 18-209 of the LC Act.

FOURTH: The Effective Date of the Merger is the date on which these Articles of Merger are filed with the Department of State of the State of Florida.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

\* \* \*

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Signed this 28<sup>th</sup> day of December, 1998.

OAKRIDGE MEMBERSHIP HOLDINGS, LLC,  
a Delaware limited liability company

By:   
Rudy J. Noriega, Manager

OH, INC.  
a Florida corporation

By:   
Rudy Noriega, President

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\*\*\* TOTAL PAGE.04 \*\*\*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

OAKRIDGE MEMBERSHIP HOLDINGS, LLC, A NON-QUALIFIED DELAWARE  
LIMITED LIABILITY COMPANY

INTO

**OH, INC.**, a Florida corporation, P98000104957

File date: December 29, 1998

Corporate Specialist: Tammi Cline

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