

DEC-29-06 11:07 From: AKERMAN SENTERFITT

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T-220 P.O. '09 Job-798

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From: *Angelica M. Chirn*
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5800
Fax Number : (305) 374-5095

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MERGER OR SHARE EXCHANGE

LAW OFFICES OF JASON W. KREISS, P.A.

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Florida Dept of State

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December 28, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAW OFFICES OF JASON W. KREISS, P.A.
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SUITE 1611
FT. LAUDERDALE, FL 33394

SUBJECT: LAW OFFICES OF JASON W. KREISS, P.A.
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T-320 P.O 09 Job-768

FAX AUDIT # R06000299518

CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY AND FLORIDA CORPORATION

This **CERTIFICATE OF MERGER** is entered into this 20th day of December, 2006 between **HUMMINGBIRD VENTURES, LLC**, a Florida limited liability company, and **L. W. OFFICES OF JASON W. KREISS, P.A.**, a Florida corporation, and is being submitted in accordance with sections 607.1108 and 608.4382, Florida Statutes.

FIRST: THE MERGING PARTY

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

Name and Street Address	Jurisdiction	Entity Type
HUMMINGBIRD VENTURES, LLC 1824 SE 4 AVE. FORT LAUDERDALE, FL 33316	Florida	Limited Liability Comp
Florida Document/Registration Number: L05000104252		

SECOND: THE SURVIVING PARTY

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

Name and Street Address	Jurisdiction	Entity Type
LAW OFFICES OF JASON W. KREISS, P.A. 1824 SE 4 AVE. FORT LAUDERDALE, FL 33316	Florida	Corporation
Florida Document/Registration Number: P99000001940		

THIRD: THE AGREEMENT AND PLAN OF MERGER

The attached Agreement and Plan of Merger (the "Agreement and Plan of Merger") meets the requirements of sections 607.1109 and 608.438, Florida Statutes, and was approved by the Unanimous Written Consent of the Members and Managers of the domestic limited liability company that is a party to the merger on December 20th, 2006, in accordance with Chapter 68, Florida Statutes.

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FOURTH: APPROVAL BY OTHER BUSINESS ENTITY

The Agreement and Plan of Merger was approved by the Unanimous Written Consent of the Sole Director and Shareholder of the domestic corporation that is a party to the merger on December 20, 2006, in accordance with Chapter 607, Florida Statutes.

FIFTH: MERGER IS PERMITTED BY LAW AND GOVERNING DOCUMENT

The merger is permitted under the laws of the State of Florida and is not prohibited by the formation or governing documents of any party to the merger.

SIXTH: EFFECTIVE DATE

The Merger shall become effective upon the filing of the Certificate of Merger with the Florida Department of State.

SEVENTH: CERTIFICATE OF MERGER PERMITTED BY LAW

The Certificate of Merger comply and were executed in accordance with the laws of the party's applicable jurisdiction.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first above written.

MERGING PARTY:

**HUMMINGBIRD VENTURES, LLC, a Fla. is
limited liability company**

By: 
Name: Jason W. Kreiss
Title: Sole Manager and Member

SURVIVING PARTY:

**LAW OFFICES OF JASON W. KREISS, P.A. a
Florida corporation**

By: 
Name: Jason W. Kreiss
Title: Sole Director, Officer and Shareholder

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SIGNATURE PAGE TO CERTIFICATE OF MERGER

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 20th day of December, 2006 by HUMMINGBIRD VENTURES, LLC, a Florida limited liability company (the "LLC"), and LAW OFFICES OF JASON W. KREISS, P.A., a Florida corporation (the "Corporation").

RECITALS

The sole manager and the sole member of the LLC and the sole director and shareholder of the Corporation have determined that it is advisable and in the best interest of each of the LLC and the Corporation that the LLC be merged with and into the Corporation on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I**The Merger**

On the Effective Date (as defined in Article V hereof), the LLC shall merge with and into the Corporation in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act and the separate existence of the LLC shall cease and the Corporation shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II**The Surviving Company**

On the Effective Date, the Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Company.

On the Effective Date, the By-Laws of the Corporation, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Company, until thereafter amended, amended or repealed.

On the Effective Date, the sole officer and director of the Corporation shall be the sole officer and director of the Surviving Company until their successors are elected and qualified, and management of the Surviving Company shall continue to be vested in such officer and director.

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ARTICLE III**Manner and Basis of Converting Membership Interests**

On the Effective Date, all issued and outstanding membership interests in the LLC, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

ARTICLE IV**Effect of Merger**

On the Effective Date, all property, rights, privileges, powers and franchises of the LLC shall vest in the Surviving Company, and all liabilities and obligations of the LLC shall become liabilities and obligations of the Surviving Company.

ARTICLE V**Effective Date**

As used in this Agreement, the term "Effective Date" shall mean the time of filing of the Certificate of Merger with the Florida Department of State.

ARTICLE VI**Amendment, Modification and Termination; Counterparts**

The sole shareholder and director of the Corporation and the sole manager and member of the LLC of the LLC may amend, terminate and/or abandon the Merger at any time prior to the Effective Date. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

[Signatures on next page.]

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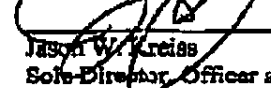
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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

HUMMINGBIRD VENTURES, LLC, a Florida
limited liability company

By: 
Name: Jason W. Kreiss
Title: Sole Manager and Member

LAW OFFICES OF JASON W. KREISS, P.A. a
Florida corporation

By: 
Name: Jason W. Kreiss
Title: Sole Director, Officer and Shareholder

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SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER