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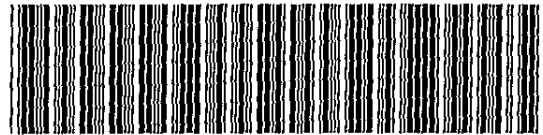
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TALLAHASSEE, FLORIDA

C. Coullotte SEP 24 2003

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Coral Gables, Florida 33134-6006
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Reply to:
P.O. Box 140668
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September 16, 2003

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Merger of Lewis B. Freeman & Partners, Inc. and Biz
Turnaround.com, Inc.

Gentlemen:

Enclosed please find the following documents for filing:

1. Transmittal Letter
2. Articles of Merger
3. Plan of Merger
4. Check number 011040 in the amount of \$78.75 payable to the
Department of State

Please file these documents and send me a certified copy.

I have enclosed a second copy of these documents to certified and returned on
the enclosed self-addressed stamped envelope.

Thank you for your courtesies.

Very truly yours,



Michael J. Freeman
MJF/mac

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LEWIS B. FREEMAN & PARTNERS, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael J. Freeman, Esq.

(Name of person)

MICHAEL J. FREEMAN, P.A.

(Name of firm/company)

P.O. Box 140668

(Address)

Coral Gables, Florida 33114-0668

(City/state and zip code)

For further information concerning this matter, please call:

Michael J. Freeman

(Name of person)

305 442-1567

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LEWIS B. FREEMAN & PARTNERS, INC.	Florida	VO8995

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BIZ TURNAROUND.COM, INC.	Florida	P00000089374

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09-17-03

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09-17-03

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Lewis B. Freeman
& Partners, Inc.**

Lucas J. J. J.

Lewis B. Freeman, Director

Biz Turnaround.com, Inc.

Levi J. Perry

Lewis B. Freeman, Director

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
LEWIS B. FREEMAN & PARTNERS, INC.	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
BIZ TURNAROUND.COM, INC.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Lewis B. Freeman & Partners, Inc. assumes the assets and liabilities of BIZ TURNAROUND.COM, INC., and Biz Turnaround.com ceases existence.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: