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Florida Department of State
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From: Account Name : CORPORATION SERVICE COMPANY
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

04 DEC 27 PM 3:57

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This was previously submitted under audit H0400025327933
MERGER OR SHARE EXCHANGE *which was abandoned.*
MACRO TURNBERRY CORPORATION *Thank you.*

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DEC. 28. 2004 3:27PM

CORPORATION SVC CO

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FILE NO. 052 P. 2/9



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 28, 2004

MACRO TURNBERRY CORPORATION
345 PARK AVENUE
41ST FLOOR
NEW YORK, NY 10154US

SUBJECT: MACRO TURNBERRY CORPORATION
REF: F93000005857

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DATE OF ADOPTION IS INCOMPLETE IN THE FIFTH AND SIXTH SECTION OF THE ARTICLES OF MERGER.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H04000253279
Letter Number: 104A00071643

H04000254189 3

ARTICLES OF MERGER
OF
MACRO CAPITAL CORPORATION
INTO
MACRO TURNBERRY CORPORATION

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</u> (If known/applicable)
<u>Macro Turnberry Corporation</u>	<u>Delaware</u>	<u>N/A</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document</u> (If known/applicable)
<u>Macro Turnberry Corporation</u>	<u>Delaware</u>	<u>N/A</u>
<u>Macro Capital Corporation</u>	<u>Florida</u>	<u>P93000076402</u>

Third: The Plan of Merger is attached hereto as Exhibit A.

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

Fifth: The Plan of Merger was adopted by the shareholders of Macro Turnberry Corporation on December 27, 2004.

Sixth: The Plan of Merger was adopted by the shareholders of Macro Capital Corporation on December 27, 2004.

[Signature Page Follows]

NYA 705346.1

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DEC. 28. 2004 3:28PM

CORPORATION SVC CO

12/23/04 10:39 FAX 212 155 1100

MAFRA INVESTMENT NYC

NO. 052 P. 4/9

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MACRO CAPITAL CORPORATION

By: Paul A. Mackin

Name: Paul A. Mackin

Title: Vice President

Date: December 28, 2004

MACRO TURNBERRY CORPORATION

By: Paul A. Mackin

Name: Paul A. Mackin

Title: Vice President

Date: December 28, 2004

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EXHIBIT A
PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Macro Turnberry Corporation</u>	<u>Delaware</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Macro Turnberry Corporation</u>	<u>Delaware</u>
<u>Macro Capital Corporation</u>	<u>Florida</u>

Third: The terms and conditions of the merger are as follows:

As promptly as practicable following adoption of the Plan of Merger by the stockholders of Macro Capital Corporation and Macro Turnberry Corporation, respectively, the corporations agree to cause the merger (the "Merger") of Macro Capital Corporation with and into Macro Turnberry Corporation in accordance with the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") and Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), whereupon the separate existence of Macro Capital Corporation shall cease, and Macro Turnberry Corporation shall be the surviving corporation in the merger (the "Surviving Corporation"). The Merger is to be consummated by filing a certificate of merger with the Secretary of State of the State of Delaware in accordance with Section 252(c) and Section 103 of the DGCL and articles of merger with the Florida Department of State pursuant to § 607.1107 and Section 607.0120 of the FBCA (the date and time such documents are duly filed being the "Effective Time"). In the event that the Effective time has not occurred by December 31, 2004, the Plan of Merger shall be null and void and be of no further force or effect.

The Plan of Merger may be terminated and abandoned by action of the Board of Directors of Macro Capital Corporation or Macro Turnberry Corporation at any time prior to the Effective Time, whether before or after approval by the stockholders of Macro Capital Corporation or Macro Turnberry Corporation.

Fourth: The manner and basis of converting the shares of each corporation.

At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

(a) Each issued and outstanding share of Macro Turnberry Corporation Common Stock shall be converted into and become one fully paid and nonassessable share of stock, par value \$1.00 per share, of the Surviving Corporation.

(b) Each issued and outstanding share of Macro Capital Corporation Common Stock shall not be converted or exchanged in any manner, but each said share shall be canceled and extinguished.

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DEC. 28. 2004 3:28PM CORPORATION SVC COCE COMPANY

NO. 0529 P. 6/9

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EXHIBIT A
AGREEMENT OF MERGER

NYA 705346.1

LOCATION: 3026365454

RX TIME 12/27 '04 H 0 4 0 0 0 2 5 4 1 8 9 2

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AGREEMENT OF MERGER
OF
MACRO CAPITAL CORPORATION
INTO
MACRO TURNBERRY CORPORATION

This Agreement of Merger (this "Agreement"), dated as of December 21, 2004, is entered into between Macro Capital Corporation, a Florida corporation ("Capital"), and Macro Turnberry Corporation, a Delaware corporation ("Turnberry").

WHEREAS, the authorized capital stock of Capital currently consists of 1,000 shares of stock, no par value per share (the "Capital Common Stock");

WHEREAS, the authorized capital stock of Turnberry currently consists of 10,000 shares of stock, par value \$1.00 per share (the "Turnberry Common Stock");

WHEREAS, Capital and Turnberry each desire to effect a merger of Capital with and into Turnberry with Turnberry surviving such merger (the "Merger") in the manner herein set forth and pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 607.1107 of the Florida Business Corporation Act (the "FBCA");

WHEREAS, the respective Boards of Directors of each of Capital and Turnberry have, in accordance with the DGCL and the FBCA, adopted resolutions approving, adopting and declaring the advisability of this Agreement and the Merger and determined that the Merger is fair to and in the best interests of Capital and Turnberry; and

WHEREAS, for United States federal income tax purposes, it is intended by the parties hereto that the Merger shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements set forth in this Agreement, the parties hereto agree as follows:

ARTICLE I
THE MERGER

1.1 The Merger. At the Effective Time (as defined in Section 1.2), Capital shall be merged with and into Turnberry in accordance with the applicable provisions of the DGCL and the FBCA, whereupon the separate existence of Capital shall cease, and Turnberry shall be the surviving corporation in the Merger (the "Surviving Corporation"). As a result of the Merger, the outstanding shares of capital stock of Capital and Turnberry shall be dealt with in the manner provided in Section 2.1 of this Agreement.

1.2 Effective Time. As promptly as practicable following adoption of this Agreement by the stockholders of Capital and Turnberry, respectively, the parties agree to cause the merger to be consummated by filing a certificate of merger with the Secretary of State of the State of Delaware in accordance with Section 252(c) and Section 103 of the DGCL and articles of merger with the Florida Department of State pursuant to § 607.1107 and Section 607.0120 of the FBCA (the date and time such certificates of merger are duly filed being the "Effective Time"). In the event that the Effective time has not occurred by December 31, 2004, this Agreement shall be null and void and be of no further force or effect.

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1.3 Termination. This Agreement may be terminated and abandoned by action of the Board of Directors of Capital or Turnberry at any time prior to the Effective Time, whether before or after approval by the stockholders of Capital or Turnberry.

ARTICLE II CONVERSION OF SHARES

2.1 Conversion of Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

(a) Capital Stock of Turnberry. Each issued and outstanding share of Turnberry Common Stock shall be converted into and become one fully paid and nonassessable share of stock, par value \$1.00 per share, of the Surviving Corporation.

(b) Capital Stock of Capital. Each issued and outstanding share of Capital Common Stock shall not be converted or exchanged in any manner, but each said share shall be canceled and extinguished.

ARTICLE III SURVIVING CORPORATION

3.1 Certificate of Incorporation. The Certificate of Incorporation of Turnberry in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation following the Effective Time until thereafter amended in accordance with applicable law.

3.2 Bylaws. The Bylaws of Turnberry in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation following the Effective Time until thereafter amended in accordance with applicable law.

3.3 Directors and Officers. The directors and the officers of Turnberry immediately prior to the Effective Time shall be, from and after the Effective Time, the directors and officers, respectively, of the Surviving Corporation until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

3.4 Effects of the Merger. Subject to the foregoing, the effects of the Merger shall be as provided in the applicable provisions of the DGCL and the FBCA.

ARTICLE IV GENERAL

4.1 Further Actions. In the event that this Agreement shall have been fully adopted on behalf of Capital and Turnberry in accordance with the provisions of the DGCL and the FBCA, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware, Florida and elsewhere to effectuate the Merger.

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DEC. 28. 2004/ 3:29PM CORPORATION SVC COCE COMPANY

NO. 05279 P. 9/9

12/23/04 10:42 FAX 212 758 7708

WAFRA INVESTMENT NYC

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IN WITNESS WHEREOF, each party hereto has caused this Agreement to be signed by its officer thereunto duly authorized as of the date first above written.

MACRO CAPITAL CORPORATION

By: Paul A. Mackin

Name: Paul A. Mackin

Title: Vice President

MACRO TURNBERRY CORPORATION

By: Paul A. Mackin

Name: Paul A. Mackin

Title: Vice President

NYA 705273.1

LOCATION:3026365454

RX TIME 12/27 '04 13:44

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