



# Delaware

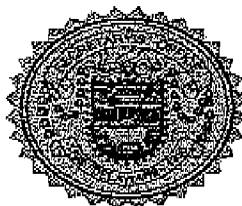
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MLV EQUITY LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "MVT EQUITY LLC" UNDER THE NAME OF "MVT EQUITY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2004, AT 7:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3583144

DATE: 12-29-04

3779132 8100M

040947085

DEC. 28. 2004 5:21PM  
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:08 PM 12/28/2004  
FILED 07:08 PM 12/28/2004  
SRV 040947085 - 3779132 FILE

Corporation Service Company

NO. 8783 P. 2  
212 12/28/04

**CERTIFICATE OF MERGER**

OF

**MLV EQUITY LLC**  
(a Delaware Limited Liability company)

**WITH AND INTO**

**MVT EQUITY LLC**  
(a Delaware limited Liability company)

In compliance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act (the "DLCA"), the undersigned companies, desiring to effect a merger, hereby state that:

1. The name and place of formation of each of the constituent companies (the "Constituent Companies") are as follows:

MVT EQUITY LLC	Delaware
MLV EQUITY LLC	Delaware

2. An agreement and plan of merger (the "Plan of Merger") has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Companies providing for the merger of MLV EQUITY with and into MVT EQUITY LLC.

3. The name of the surviving company is "MVT EQUITY LLC."

4. The name of the merging company is "MLV EQUITY LLC."

5. The executed Plan of Merger is on file at the principal place of business of the surviving company, the address of which is: MVT Equity LLC, 950 Third Avenue, 23<sup>rd</sup> Floor, New York, New York 10022.

6. A copy of the Plan of Merger will be furnished by the surviving company, on request and without cost, to any member of either Constituent Company, as applicable.

7. The merger is to be effective on December 31, 2004.

BRMFS1 328697v1

DEC. 28. 2004 5:21PM Corporation Service Company

NO. 8783 P. 3  
212 7523972 P.83

**IN TESTIMONY WHEREOF**, each undersigned entity has caused this Certificate of Merger to be signed by a duly authorized officer thereof this 28<sup>th</sup> day of December, 2004.

**SURVIVING ENTITY:**

**MVT EQUITY LLC**


By:   
Name: James Haber  
Title: Manager

**MERGING ENTITY:**

**MLV EQUITY LLC**

By: **JUNO EQUITY LLC,**  
its sole member and manager

By: **JUNO INVESTMENTS LLC,**  
its managing member

By:   
Name: James Haber  
Title: Manager