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582192

FILED
JAN -5 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 28, 1999

Department of State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Merger of TRIPLE S INTERNATIONAL, INC. and SUPER-MARKETING DESIGNS, INC.

Ladies or Gentlemen:

Returned

Enclosed please find Plan of Merger, Articles of Merger and copies of Minutes of Special Meeting ratifying the merger of TRIPLE S INTERNATIONAL, INC., and SUPER-MARKETING DESIGNS, INC., to be filed together with our check in the amount of \$70.00 to cover your filing fee. Please send me confirmation of the filing at your earliest opportunity.

Thank you for your attention to this matter.

Sincerely yours,

Carlos A. Ortega

Carlos A. Ortega
ROGER BESU, P.A.

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*****70.00 *****70.00

Merger

V. SHEPARD JAN 14 2000

**ARTICLES OF MERGER
Merger Sheet**

MERGING: _____

SUPER-MARKETING DESIGNS, INC., a Florida corporation, M39713

INTO

TRIPLE S INTERNATIONAL, INC., a Florida entity, 582192.

File date: January 5, 2000

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
SUPER-MARKETING DESIGNS, INC.
INTO
*TRIPLE S INTERNATIONAL, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, TRIPLE S INTERNATIONAL, INC., a Florida corporation, and SUPER-MARKETING DESIGNS, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging SUPER-MARKETING DESIGNS, INC. into TRIPLE S INTERNATIONAL, INC.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of SUPER-MARKETING DESIGNS, INC., into TRIPLE S INTERNATIONAL, INC., is attached to these Articles as an exhibit and incorporated herein by reference.

Adoption of Plan

2. SUPER-MARKETING DESIGNS, INC., adopted the Plan of Merger at a special meeting of the shareholders of SUPER-MARKETING DESIGNS, INC., held on December 28th, 1999.

3. TRIPLE S INTERNATIONAL, INC., adopted the Plan of Merger at a special meeting of the shareholders of TRIPLE S INTERNATIONAL, INC., held on December 28th, 1999.

Effective Date

4. The Plan of Merger shall be effective on the filing of these Articles with the Department of State.

TRIPLE S INTERNATIONAL, INC.

By: _____

Carlos Prieto, President

ATTEST: _____

By: _____

Manuel A. Fernandez, Secretary

(seal)

SUPER-MARKETING DESIGNS, INC.

By: _____

Manuel A. Fernandez, President

ATTEST: _____

By: _____

Carlos Prieto, Secretary

(seal)

PLAN OF MERGER
by
SUPER-MARKETING DESIGNS, INC.
with and into
TRIPLE S INTERNATIONAL, INC.
under the name of
TRIPLE S INTERNATIONAL, INC.

This is a Plan of Merger between SUPER-MARKETING DESIGNS, INC., a Florida corporation (the Merging Corporation), and TRIPLE S INTERNATIONAL, INC., a Florida corporation (the Surviving Corporation).

ARTICLE 1. PLAN OF MERGER

Plan Adopted

1.01. A plan of merger of SUPER-MARKETING DESIGNS, INC., and TRIPLE S INTERNATIONAL, INC., pursuant to Section 607.1101 of the Florida Statutes, is adopted as follows:

- (a) SUPER-MARKETING DESIGNS, INC., shall be merged with and into TRIPLE S INTERNATIONAL, INC., to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Corporation shall be TRIPLE S INTERNATIONAL, INC.
- (c) When this agreement shall become effective, the separate corporate existence of SUPER-MARKETING DESIGNS, INC., shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of SUPER-MARKETING DESIGNS, INC., and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- (d) The Surviving Corporation will carry on business with the assets of SUPER-MARKETING DESIGNS, INC., as well as with the assets of TRIPLE S INTERNATIONAL, INC.
- (e) The shareholders of SUPER-MARKETING DESIGNS, INC., will surrender all of their shares in the manner hereinafter set forth.
- (f) In exchange for the shares of SUPER-MARKETING DESIGNS, INC., surrendered by its shareholders, the Surviving Corporation will issue and transfer to

these shareholders, on the basis set forth in Article 2 below, shares of its COMMON stock.

(g) The shareholders of TRIPLE S INTERNATIONAL, INC., will retain their shares as shares of the Surviving Corporation.

(h) The Articles of Incorporation of TRIPLE S INTERNATIONAL, INC., as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

Effective Date

1.02. The effective date of the merger (Effective Date) shall be the date when the Articles of Merger are filed by the Department of State.

ARTICLE 2. MANNER AND BASIS OF CONVERTING SHARES

2.01 The Manner and Basis of converting the shares of each corporation and the Manner and Basis of converting rights to acquire shares of each corporation is:

(a) Each share of the one Dollar (\$1.00) par value Common stock of SUPER-MARKETING DESIGNS, INC., issued and outstanding on the effective date of the merger shall be converted into one share of the one Dollar (\$1.00) par value Common stock of TRIPLE S INTERNATIONAL INC., which shares of Common stock of TRIPLE S INTERNATIONAL, INC., shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each shareholder of certificates for shares of Common stock in SUPER-MARKETING DESIGNS, INC., shall surrender them to TRIPLE S INTERNATIONAL, INC., or its duly appointed agent, in such manner as TRIPLE S INTERNATIONAL, INC., shall legally require. On receipt of such share certificates, TRIPLE S INTERNATIONAL, INC., shall issue and exchange therefore certificates for shares of Common stock in TRIPLE S INTERNATIONAL, INC., representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of Common stock of SUPER-MARKETING DESIGNS, INC., shall not be entitled to dividends payable on shares of stock in TRIPLE S INTERNATIONAL, INC., until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of TRIPLE S INTERNATIONAL, INC., and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in TRIPLE S INTERNATIONAL, INC.

ARTICLE 3. DIRECTORS AND OFFICERS **Directors and Officers of TRIPLE S INTERNATIONAL, INC.**

3.01. (a) The present Board of Directors of TRIPLE S INTERNATIONAL, INC., shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until their successors have been elected and qualified.

(b) If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date of the merger, the vacancy may be filled by the shareholders as provided in the bylaws of the Surviving Corporation.

(c) All persons who as of the Effective Date of the merger shall be executive or administrative officers of TRIPLE S INTERNATIONAL, INC., shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall determine otherwise. The Board of Directors of the Surviving Corporation may elect or appoint additional officers as it deems necessary.

ARTICLE 4. BYLAWS

Bylaws of Survivor

4.01. The bylaws of TRIPLE S INTERNATIONAL, INC., as existing on the Effective Date of the merger, shall continue in full force as the bylaws of the Surviving Corporation until altered, amended, or repealed as provided in the bylaws or as provided by law.

IN WITNESS WHEREOF, this Agreement was executed on December 28th, 1999.

TRIPLE S INTERNATIONAL, INC.

By: 

Carlos Prieto, President

ATTEST:

By: 

Manuel A. Fernandez, Secretary

(seal)

SUPER-MARKETING DESIGNS, INC.

By: 

Manuel A. Fernandez, President

ATTEST:

By: 

Carlos Prieto, Secretary

(seal)

This instrument was prepared by ROGER BESU, P.A., whose address is 1925 Brickell Ave., Suite D206, Miami, FL 33129.