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**MERGER OR SHARE EXCHANGE**

**EBA POWER LINE COMMUNICATIONS, L.L.C.**

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ARTICLES OF MERGER  
OF

EBA PLC CORP. *✓ PD1000017622*  
(a Florida corporation)

into

EBA POWER LINE COMMUNICATIONS, L.L.C.  
(a Florida limited liability company) *✓ L02000025425*

(UNDER §§ 607.1108, 607.1109, 608.438 and 608.4832 OF THE FLORIDA STATUTES

Pursuant to §§ 607.1108, 607.1109, 607.438 and 608.4832 of the Florida Statutes, EBA PLC Corp., a Florida corporation (the "Merging Entity"), and EBA POWER LINE COMMUNICATIONS, L.L.C., a Florida limited liability company, (the "Surviving Entity"), hereby adopt the following Articles of Merger:

1. The Plan of Merger, dated as of November 14, 2003 (the "Plan of Merger"), between the Merging Entity and the Surviving Entity is attached hereto as Exhibit A and incorporated herein by reference thereto.

2. The Plan of Merger, providing for the merger of the Merging Entity with and into the Surviving Entity (the "Merger") was adopted by the Merging Entity in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and by the Surviving Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

3. The Merger shall become effective at the time of filing on the date these Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of the Merging Entity and the Surviving Entity on this 14<sup>th</sup> day of November, 2003.

EBA PLC CORP.

By: \_\_\_\_\_

Name: Ricardo Sanchez Zelaschi

Title: President

EBA POWER LINE COMMUNICATIONS, L.L.C.

By: EBA PLC INTERNATIONAL, LTD., a British Virgin Islands international business company, as its sole and managing member

By: \_\_\_\_\_

Name: Ricardo Sanchez Zelaschi

Title: President

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**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 14<sup>th</sup> day of November, 2003, by and between EBA PLC Corp., a Florida corporation (hereinafter sometimes referred to as the "Merged Corporation"), and EBA Power Line Communications, L.L.C., a Florida limited liability company (the "Surviving Limited Liability Company"). The Merged Corporation and the Surviving Limited Liability Company hereinafter sometimes referred to as the "Constituent Entities."

**WITNESSETH:**

WHEREAS, the parties desire that the Merged Corporation merge into the Surviving Limited Liability Company in a manner which conforms to Sections 607.1108 and 608.4382, Florida Statutes.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. **Merger.** The Merged Corporation shall merge into the Surviving Limited Liability Company in accordance with the laws of the State of Florida (the "Merger").
2. **Effective Date.** The merger shall become effective upon filing Articles of Merger with the Secretary of State of Florida (the "Effective Date").
3. **Rights of the Surviving Limited Liability Company.** Upon the Effective Date:
  - (a) the Merged Corporation and the Surviving Limited Liability Company shall become a single limited liability company and the separate existence of the Merged Corporation shall cease; (b) the Surviving Limited Liability Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, intellectual property licenses and goodwill of the Merged Corporation, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Corporation shall vest in the Surviving Limited Liability Company without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Corporation shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall be unimpaired; the Surviving Limited Liability Company shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Entities; and all debts, liabilities and obligations of the respective Constituent Entities shall thenceforth attach to the Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Entities; and (d) without limitation of the foregoing provisions of this Section 3, all acts, plans, policies, contracts, approvals and authorizations of the Constituent Entities, their members, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were

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valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Limited Liability Company as they were with respect to the Constituent Entities. Upon the Effective Date, the shares of capital stock of the Merged Corporation shall be automatically cancelled.

4. Certificate of Organization, Members of Surviving Limited Liability Company. Upon the Effective Date: (a) the Articles of Organization of the Surviving Limited Liability Company shall continue as the Articles of Organization of the Surviving Limited Liability Company until amended in the manner provided by law; and (b) the sole member of the Surviving Limited Liability Company shall remain the sole member of the Surviving Limited Liability Company.

5. Designation and Number of Members; Managing Member. The designation and number of members of the Surviving Limited Liability Company are as follows:

The Surviving Limited Liability Company has one member, EBA PLC International, Ltd., a British Virgin Islands international business company, which is its managing member. The business address of EBA PLC International, Ltd. is c/o Trident Trust Company (BVI) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands.

6. Appointment of Agent for Service of Process. The Merged Corporation and the Surviving Limited Liability Company appoints the Secretary of State of Florida to accept service of process for any legal action in Florida against either company, with a copy of such process to be mailed to Patricia Menendez-Cambo, Esquire, c/o Greenberg Traurig, LLP, 1221 Brickell Avenue, Miami, Florida 33131.

7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

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IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

EBA PLC CORP., a Florida corporation

By: \_\_\_\_\_  
Name: Ricardo Sanchez Zelaschi  
Title: President

EBA POWER LINE COMMUNICATIONS,  
L.L.C., a Florida limited liability company

By: EBA PLC International, Ltd., a British  
Virgin Islands international business  
company, as its sole and managing  
member

By: \_\_\_\_\_  
Name: Ricardo Sanchez Zelaschi  
Title: President

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