

MAR-05-2004 FRI 04:15 PM Murai Wald Biondo
Division of Corporations

FAX NO. 305 358 9490

PO2 DDD118281

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000046506 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305)358-5900
Fax Number : (305)358-9490

RECEIVED
04 MAR -5 PM 4:22
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BBB GROUP, INC.

FILED
04 MAR -3 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

orig rec. 3/3/04

3/8/04
merger
EB

MAR-05-2004 FRI 04:15 PM Murai Wald Biondo

FAX NO. 305 358 9490

P. 01/05

MURAI WALD BIONDO & MORENO
PROFESSIONAL ASSOCIATION
Attorneys

900 Ingraham Building
25 Southeast 2nd Avenue
Miami, Florida 33131

TEL: (305) 358-5900
FAX: (305) 358-9490
FAX: (305) 358-4842
Sender's Email Address:
RMURAI@MWSM.COM

FACSIMILE TRANSMISSION

TO: SECRETARY OF STATE - ATTENTION: SUSAN PAYNE
FAX NUMBER: 1-850-205-0380
FROM: Rene V. Murai
DATE: March 4, 2004
FILE NUMBER: 01857-000

Number of Pages including this cover page 5
If you have any problems with this transmittal, please call as soon as possible.
A copy of this fax will will not be sent via the mail

MESSAGE:

Being faxed herewith is the revised Articles of Merger. Please back date to March 3, the original date of receipt. Thank you.

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, the reader is hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. postal service.

Fax Audit No. H04000046506 3

BBB GROUP, INC.
ARTICLES OF MERGER

(Pursuant to §607.1101 of Florida Statutes)

FILED
04 MAR - 3 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. BBB Group, Inc. and SVI III, Inc., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.
2. The name of the surviving entity is BBB Group, Inc .
3. The Plan of Merger of the merging entities was adopted pursuant to Section 607.1101 of the Florida Statutes and is attached hereto as Exhibit "A".
4. The Plan of Merger will become effective upon the filing of these Articles of Merger.
5. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of BBB Group, Inc on March 3, 2004, in accordance with the applicable sections of Chapter 607 of the Florida Statutes.
6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of SVI III, Inc. on March 3, 2004 in accordance with the applicable sections of Chapter 607 of the Florida Statutes.
7. The Plan of Merger calls for the cancellation of the issued shares of SVI III, Inc. No additional shares of BBB Group, Inc. will be issued or distributed.
8. No changes in the Articles of Incorporation of the surviving entity have been made.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 3rd day of March, 2004.

SVI III, Inc.,
a Florida corporation

By: 
Kenneth Baboun, President

BBB Group, Inc.,
a Florida corporation

By: 
Kenneth Baboun, President

FILED
04 MAR - 3 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. HD4000046506 3

EXHIBIT "A"

PLAN OF MERGER

This is a Plan of Merger between **BBB Group, Inc.** a Florida corporation (hereinafter the "Surviving Entity") and **SVI III, Inc.**, a Florida corporation (hereinafter the "Absorbed Entity").

STIPULATIONS

A. The Surviving Entity is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1401 Brickell Avenue, Miami, Fl 33131.

B. The Absorbed Entity is a corporation organized and existing under the laws of the State of Florida with its principal office at 1401 Brickell Avenue Miami, Fl 33131.

C. The Shareholders and the Board of Directors of the Surviving Entity and the Shareholders and Board of Director of the Absorbed Entity deem it desirable and in the best business interests of the entities that the Absorbed Entity be merged into the Surviving Entity pursuant to the provisions of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

TERMS

1. **Merger.** The Absorbed Entity shall merge with and into the Surviving Entity which shall be the Surviving Entity. On and after the Effective Date, the Surviving Entity shall continue to exist as the Surviving Entity under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Entity shall cease. The Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

2. **Effective Date.** The merger shall be effective on the date of filing of the Articles of Merger with the Florida Department of State.

3. **Articles of Incorporations and Bylaws.** On and after the Effective Date, the Articles of Incorporation and Bylaws of the Surviving Entity shall be the same as the Articles of Incorporation and Bylaws of the Surviving Entity immediately prior to the Effective Date.

4. **Shares of Stock of Absorbed Entity.** The total number of shares of stock which the Absorbed Entity has outstanding is One Hundred (100) shares of common stock.

Fax Audit No. HD4000046506 3

5. Cancellation of Shares of Absorbed Entity: No Additional Shares to be Issued
Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Entity shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. The sole shareholder of the Surviving Entity is also the sole shareholder of the Surviving Entity. As a result, no additional shares of the Surviving Entity shall be issued.

6. Directors and Officers. The directors and officers of the Surviving Entity upon the Effective Date shall remain the directors and officers of the Surviving Entity, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships or offices in accordance with the Bylaws of the Surviving Entity.

7. Filings with Florida Department of State. The Absorbed Entity and the Surviving Entity shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement.

8. Abandonment of Merger. Notwithstanding the approval of this Agreement by the Shareholders and Directors of the Absorbed Entity and of the Surviving Entity, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Department of State of Florida by the mutual written consent of the Absorbed Entity and the Surviving Entity.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Surviving Entity and the Absorbed Entity on the 3rd day of March, 2004.

SVI III, Inc.,
a Florida corporation

BBB Group, Inc.,
a Florida corporation

By: 
Kenneth Baboun, President

By: 
Kenneth Baboun, President