

P03000100453

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MERGER OR SHARE EXCHANGE

MARKETGATE USA, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 16, 2004

MARKETGATE USA, INC.
14008 SW 132ND AVE.
MIAMI, FL 33186

SUBJECT: MARKETGATE USA, INC.
REF: PD3000100453

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.

Please remove the period shown after the word INC in the merging corporation name. The merging corporation name is KENDALL DISCOUNT BEAUTY SUPPLY INC

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES AND PLAN OF MERGER**

1. A plan of merger was entered into on December 31st, 2003, in connection with the merger of MARKETGATE USA, INC., a Florida corporation, hereinafter referred to as the "surviving entity", which was filed on September 12, 2003 under document number P03000100453 and KENDALL DISCOUNT BEAUTY SUPPLY INC., a Florida corporation, hereinafter referred to as the "merged corporation", which was filed on April 18, 2003 under document number P03000043784, which was approved in writing by all of the members of both the surviving entity and of the merged corporation.

2. Pursuant to the plan of merger, the shareholders of the merged corporation became 50% owners of the stock of the surviving entity.

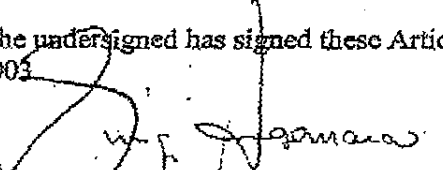
3. The plan of merger was unanimously approved by the board of directors and * of each of the corporations by written consent and pursuant to a Waiver of Notification as provided for pursuant to Florida Law, on December 31, 2003. * shareholders

4. The effective date of the merger is the date upon which the Articles of Merger are filed with the Secretary of State of Florida.

5. The Federal Identification Number for Marketgate USA, Inc., of 57-1186202 shall remain as the federal identification number for the surviving entity.

6. In all other respects the Articles of Incorporation of Marketgate USA, Inc., as filed with the Secretary of the State of Florida remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Merger as of the 3rd day of December 2003.


ENRIQUE A. ROSEMENA

President and Director of Marketgate USA, Inc., a Florida corporation and as President of Kendall Discount Beauty Supply Inc.


DENISE M. ACHI CHEDRAUI

Vice President and Director of Marketgate USA, Inc., a Florida corporation

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