

P94000066322

Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MAYSVILLE INC.

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PLEASE USE THE DATE OF RECEIPT, AUGUST 31, 1999, AS THE DATE OF FILING.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

WAYUU CRAFT ARTS, INC., a Florida corporation, P95000074607

KAMANY ENTERPRISES, INC., a Florida corporation, L50381

INTO

MAYSVILLE INC., a Florida entity, P94000066322

File date: August 31, 1999

Corporate Specialist: Darlene Connell

September 1, 1999

MAYSVILLE INC.
711 N.E. 29TH STREET, SUITE 32
MIAMI, FL 33137

SUBJECT: MAYSVILLE INC.
REF: P94000066322

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.

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Darlene Connell
Corporate Specialist

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Maysville Inc.	Florida

Second: The names and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Wayüu Craft Arts, Inc.	Florida
Kamany Enterprises, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on August 31, 1999.

Fifth: Adoption of Merger by surviving corporation – The Plan of Merger was adopted by the board of directors of the surviving corporation on August 23, 1999 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) - The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 23, 1999.

Seventh: SIGNATURES FOR EACH CORPORATION

Maysville Inc.

By: 

Alex Redondo, President

Wayüu Craft Arts, Inc.

By: 

Jhosmar Redondo, President

Kamany Enterprises, Inc.

By: 

Algemiro Redondo, President

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PLAN OF MERGER

Merger between Maysville Inc., a Florida corporation (the "Surviving Corp."), Wayüu Craft Arts, Inc., a Florida corporation ("Disappearing Corp. One") and Kamany Enterprises, Inc., a Florida corporation ("Disappearing Corp. Two") (Disappearing Corp. One and Disappearing Corp. Two are collectively referred to as the "Disappearing Corps." and the Surviving Corp. and Disappearing Corps. are collectively referred to as the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** On the Effective Date, i) each share of Disappearing Corp. One's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for .675 shares of Flamingo Estates Limited (the sole shareholder of the Surviving Corp.) and ii) each share of Disappearing Corp. Two's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for .18 shares of Flamingo Estates Limited, in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. **Satisfaction of Rights of Disappearing Corp. Shareholders.** All shares of surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of Surviving Corp.'s stock will be issued.

5. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corps. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corps.' rights, privileges, immunities, powers, and franchises, subject to their restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corps., as the case may be, whether past or remaining in office, shall execute and

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deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corps. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be August 31, 1999.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

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