

P96000028004

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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.

((H01000014038 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)922-4000

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

FILED  
01 FEB -5 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 FEB -5 AM 10:08  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
Optima Global Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Handwritten signature and initials: Meyer, ABO 2-5

Handwritten circled number: 6

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

OPTIMA GLOBAL CORPORATION, a Florida corporation, document number  
P96000028004

INTO

**OPTIMA GLOBAL CORPORATION**, a Delaware corporation not qualified in  
Florida.

File date: February 5, 2001

Corporate Specialist: Karen Gibson

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

### ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

Optima Global Corporation  
205 Worth Avenue Suite 201  
Worth Avenue Building  
Palm Beach, FL 33480

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P96000028004

FILED  
01 FEB -5 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

Optima Global Corporation  
205 Worth Avenue Suite 201  
Worth Avenue Building  
Palm Beach, FL 33480

Jurisdiction: Delaware

Entity Type: Corporation

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

**ARTICLE 3**

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of the merging domestic corporation on in accordance with Chapter 607, Florida Statutes.

**ARTICLE 4**

The attached Plan of Merger was approved by the shareholders of the surviving corporation on in accordance with applicable law.

**ARTICLE 5**

The surviving corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

**ARTICLE 6**

The surviving corporation agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

**ARTICLE 7**

The merger is permitted under the laws and governing documents applicable to each party to the merger.

**ARTICLE 8**

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

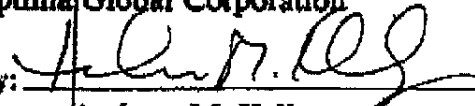
Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

HO1000014038


**ARTICLE 9**

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

Optima Global Corporation

By:   
Name: Andreas M. Kelly  
Title: Assistant Secretary

Optima Global Corporation

By:   
Name: Andreas M. Kelly  
Title: Assistant Secretary

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

HO1000014038

Copyright © 1993-2000 CC

FEB-2-2001 04:08P FROM: ANDREASKELLY 305 444 8452

10:525672110

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107 is being submitted.

1. The merging corporation's name and jurisdiction are listed below:

Name: Optima Global Corporation

Jurisdiction: Florida

2. The surviving corporation's name and jurisdiction are listed below:

Name: Optima Global Corporation

Jurisdiction: Delaware

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1107, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686