

P96000063622

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pix Partners, Inc
(Corporation Name) (Document #)

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2. X
(Corporation Name) (Document #)

3. Pix Latin America Investments
(Corporation Name) (Document #)

4. Corp.
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

W. COULLIETTE JAN 05 2001

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

PIX PARTNERS, INC., a Florida corporation, P98000072014

INTO

PIX LATIN AMERICA INVESTMENTS CORP., a Florida entity, P96000063622

File date: January 5, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), PIX PARTNERS, INC., a Florida corporation (the "Merged Company"), and PIX LATIN AMERICA INVESTMENTS CORP., a Florida corporation (the "Surviving Company"), hereby adopt the following Articles of Merger:

1. The Plan of Merger dated January 4, 2001 (the "Plan of Merger"), providing for the merger of the Merged Company into the Surviving Company (the "Merger"), is attached hereto as Exhibit A and is incorporated herein by reference thereto.
2. The Plan of Merger was approved and adopted by the sole shareholder and sole director of the Merged Company on January 4, 2001, and was approved and adopted by the sole shareholder and sole director of the Surviving Company on January 4, 2001.
3. The Merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on January 4, 2001.

PIX PARTNERS, INC., a Florida corporation

By: *[Signature]*
Didier Choukroun
President

ATTEST:

(Corporate Seal)

PIX LATIN AMERICA INVESTMENTS CORP., a Florida corporation

By: *[Signature]*
Didier Choukroun
President

ATTEST:

(Corporate Seal)

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of January 4, 2001, is entered into by and between PIX LATIN AMERICA INVESTMENTS CORP., a Florida corporation (the "Surviving Company"), and PIX PARTNERS, INC., a Florida corporation (the "Merged Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the sole shareholder and sole director of the Merged Company has determined that it would be in the best interest of such company, and the sole shareholder and sole director of the Surviving Company has determined that it would be in the best interest of such company, for the Merged Company to merge with and into the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger and the provisions of Section 607.1101 of the Florida Business Corporation Act (the "Act"). The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date the Articles of Merger (as defined below) are filed with the Department of State of the State of Florida (the "Effective Date").

3. Effect of Merger. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company. Upon the Effective Date: (a) the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the manner provided by law; (b) the by-laws of the Surviving Company shall remain and continue as the by-laws of the Surviving Company until amended in the manner provided by law; and (c) the officers and directors of the Surviving Company shall remain and continue as the officers and directors of the Surviving Company until their successors are duly elected and qualified.

5. Conversion of Shares.

(a) Upon the Effective Date, each share of common stock of the Merged Company, issued and outstanding immediately prior to the Effective Date, shall be cancelled and retired, without any action on the part of the holder thereof, and shall cease to exist without any consideration payable therefor.

(b) From and after the Effective Date, all shares of common stock of the Surviving Company, issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding and shall represent the issued and outstanding shares of common stock of the Surviving Company.

6. Supplemental Action. If at any time after the Effective Date, the Surviving Company 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 of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be amended or waived at any time prior to the Effective Date by the mutual consent of the Surviving Company and the Merged Company, by action taken by the Board of Directors of such party; provided that after the vote of either the sole shareholder of the Merged Company or the sole shareholder of the Surviving Company, this Plan of Merger may be amended or modified in whole or in part only so long as such amendment or modification is made in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both corporations.

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

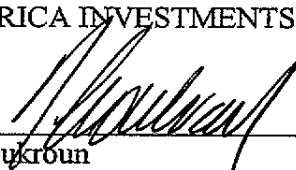
10. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

THE SURVIVING COMPANY:

PIX LATIN AMERICA INVESTMENTS CORP.

By: _____


Didier Choukroun
President

THE MERGED COMPANY:

PIX PARTNERS, INC.

By: _____


Didier Choukroun
President