

P9 7000068560

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.

((H99000033468 2))

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 : ATLAS, PEARLMAN, TROP & BORKSON, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

mpm

9999-0161

RECEIVED
99 DEC 30 AM 7:46
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GLOBAL STRATEGIES ENTERPRISES CORPORATION

FILED
99 DEC 30 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

TRB
12-30
Mege
\$4

ARTICLES OF MERGER
Merger Sheet

MERGING:

CLEARANCE CORPORATION, a Florida Corporation, document number
P93000078264

INTO

GLOBAL STRATEGIES ENTERPRISES CORPORATION, a Florida entity,
P97000068560

File date: December 30, 1999

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER OF
CLEARANCE CORPORATION
(a Florida corporation)
INTO
GLOBAL STRATEGIES ENTERPRISES CORPORATION
(a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

.1 Merger. CLEARANCE CORPORATION, a Florida corporation bearing Document #P93000078264 ("Acquisition") shall be merged (the "Merger") with and into GLOBAL STRATEGIES ENTERPRISES CORPORATION, a Florida corporation bearing Document #P97000068560 ("GSEC"). GSEC and Acquisition are sometimes hereinafter collectively referred to as the "Constituent Corporations." GSEC shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

.2 Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of GSEC, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

.3 Succession. On the Effective Date, GSEC shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

.4 Conversion of Shares. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, every two shares of capital stock of Acquisition issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation.

BRIAN A. PEARLMAN, ESQ., FLA. BAR #0157023
Atlas, Pearlman, Trop & Borkson, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

H99000033468 2

9999-0097 263741.1

FILED
99 DEC 30 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000033468 2


SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

THIRD: The Plan of Merger was adopted by the board of directors and stockholders of GSEC on the 29th day of December, 1999, and by the board of directors and stockholders of Acquisition on the 29th day of December, 1999.

Signed this 29th day of December, 1999.

GLOBAL STRATEGIES ENTERPRISES CORPORATION, a Florida corporation

CLEARANCE CORPORATION, a Florida corporation



Fernando Alfonso, Director



Fernando Alfonso, Director

H99000033468 2

9999-0097 263741.1

2