



THE UNITED STATES
CORPORATION
COMPANY

925192

ACCOUNT NO. : 072100000032

REFERENCE : 083882 8657A

AUTHORIZATION

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : December 30, 1998

ORDER TIME : 3:34 PM

ORDER NO. : 083882-005

000002727240--0

CUSTOMER NO: 8657A

CUSTOMER: Ramsey W. Dulin, Esq
Ramsey W. Dulin, Esq
201 S. Orange Avenue, Ste 1090
Signature Plaza
Orlando, FL 32801

ARTICLES OF MERGER

PROBLEMI DELICATI, INC.

INTO

CHINA CHAO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 30 PM 4:26

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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925192
Mayer
SP8
12-30-98 eff
12-31-98
#Cert Copy

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROBLEMI DELICATI, INC., document P94000041368, a Florida corporation

INTO

CHINA CHAO, INC., a Florida corporation, S25192

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Carol Mustain

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
PROBLEMI DELICATI, INC.
WITH AND INTO
CHINA CHAO, INC.**

*eff date
12-31-98*

The undersigned corporations, PROBLEMI DELICATI, INC., a Florida corporation (hereinafter "PDI"), and CHINA CHAO, INC., a Florida corporation (hereinafter "CCI"), have each adopted a Plan and Agreement of Merger and hereby adopt these Articles of Merger. The name of the surviving corporation is CHINA CHAO, INC.

ARTICLES OF INCORPORATION

The Articles of Incorporation of CHINA CHAO, INC., the surviving corporation, shall remain unchanged and in full force and effect.

AGREEMENT

The Plan and Agreement of Merger is as follows:

- a. PDI shall be merged with and into CCI, to exist and be governed pursuant to the laws of the State of Florida.
- b. The name of the Surviving Corporation shall be China Chao, Inc. ("CCI").
- c. When this agreement shall become effective, the separate corporate existence of PDI shall cease, and the Surviving Corporation (CCI) shall succeed, without other transfer, to all the rights and property of PDI, and shall be subject to all the debts and liabilities of PDI in the same manner as if CCI had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- d. CCI will carry on business with the assets of PDI, as well as with the assets of CCI.
- e. The shareholders of PDI will surrender all of their shares in the manner hereinafter set forth.
- f. In exchange for the shares of PDI surrendered by its Shareholders, CCI will issue and transfer to these Shareholders, shares of the common stock of CCI on the basis of one (1) share of CCI stock for each two (2) shares of PDI stock so surrendered.
- g. The shares to be issued by CCI to the Shareholders of PDI in exchange for the shares of PDI surrendered to CCI shall all be subject to the terms of that certain written currently

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TALLAHASSEE, FLORIDA

existing shareholders agreement entered into by and among CCI and each of its shareholders.

h. The Articles of Incorporation of CCI, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of CCI until altered, amended, or repealed as provided in the Articles or as provided by law.

APPROVAL BY DIRECTORS AND SHAREHOLDERS

The Plan and Agreement of Merger of the undersigned corporations was unanimously approved and adopted by the shareholders and Directors of each respective corporation effective December 1, 1998.

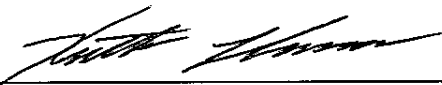
EFFECTIVE DATE

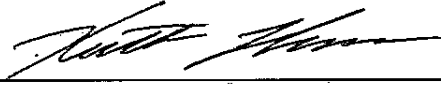
The merger of the undersigned corporations shall become effective at the close of business on December 31, 1998.

Dated December 29, 1998.

CHINA CHAO, INC.

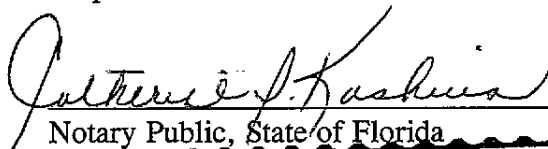
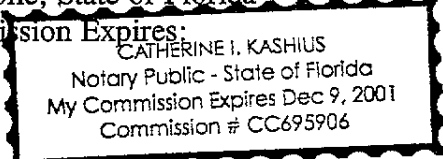
PROBLEMI DELICATI, INC.

By: 
Keith Lehmann, President

By: 
Keith Lehmann, President

STATE OF FLORIDA
COUNTY OF SEMINOLE

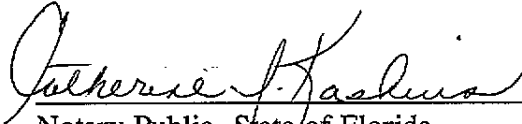
BEFORE ME, the undersigned authority, personally appeared Keith Lehmann, personally known to me, who acknowledged before me that he executed the foregoing instrument as President of CHINA CHAO, INC. for the purposes expressed therein.


Notary Public, State of Florida
My Commission Expires:


STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Keith Lehmann, personally known to me, who acknowledged before me that he executed the foregoing instrument as

President of PROBLEMI DELICATI, INC. for the purposes expressed therein.


Notary Public, State of Florida
My Commission Expires:

