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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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-12/30/99-01091--003
*****8.75 *****8.75

CORPORATION(S) NAME

4135 Aurora Corporation
merging into: New 4135 Aurora Corporation

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- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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ARTICLES OF MERGER
Merger Sheet

MERGING:

4135 AURORA CORPORATION, a Florida corporation, S95741

INTO

NEW 4135 AURORA CORPORATION. a Delaware corporation not qualified in
Florida

File date: December 30, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

of

4135 AURORA CORPORATION
(a Florida Corporation)

With and Into

NEW 4135 AURORA CORPORATION
(a Delaware Corporation)

FILED
99 DEC 30 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), 4135 Aurora Corporation, a Florida Corporation ("4135 Aurora") and New 4135 Aurora Corporation, a Delaware Corporation ("New 4135 Aurora") adopted on the 28th day of December, 1999, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

ARTICLE I

The Agreement and Plan of Reorganization (the "Plan of Reorganization"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1103 of the FBCA, provides for the merger of 4135 Aurora with and into New 4135 Aurora, with New 4135 Aurora as the surviving corporation (the "Merger").

ARTICLE II

The Plan of Reorganization was duly approved by a unanimous written consent executed by all of the shareholders and all the members of the Board of Directors of 4135 Aurora and a unanimous written consent executed by all the members of the Board of Directors of New 4135 Aurora, respectively, pursuant to Sections 607.0704, 607.0821, 607.1101 and 607.1103 of the FBCA on the 20th day of December, 1999.

ARTICLE III

Of the 1,000 issued and outstanding shares of capital stock, \$1.00 par value per share, of 4135 Aurora entitled to vote as a class upon the Plan of Reorganization had the Plan of Reorganization been submitted to a vote of said class pursuant to Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Agreement by unanimous written consent in accordance with Section 607.0704 of the FBCA on the 28th day of December, 1999.

The number of shares outstanding and the designation and number of outstanding shares of each class that are entitled to vote as a class on the Merger for 4135 Aurora and New 4135 Aurora, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
4135 Aurora	1,000
New 4135 Aurora	0

The number of shares of 4135 Aurora that voted for and against the Merger, and the number of shares of each class, that voted for and against the Merger are as follows:

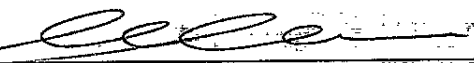
<u>Name of Corporation</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
4135 Aurora	1,000	0

ARTICLE IV

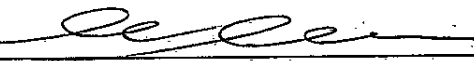
The Merger shall be effective as of the 30th day of December, 1999 (the "Effective Time"). At the Effective Time, the separate existence of each of the corporations shall cease and 4135 Aurora shall be merged with and into New 4135 Aurora in accordance with the terms and conditions of the Plan of Reorganization.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 20th day of December, 1999.

4135 AURORA CORPORATION
(a Florida Corporation)

By: 
Ugo Colombo

NEW 4135 AURORA CORPORATION
(a Delaware Corporation)

By: 
Ugo Colombo

AGREEMENT AND PLAN OF REORGANIZATION

4135 Aurora Corporation, a Florida corporation, and **New 4135 Aurora Corporation**, a Delaware corporation enter into this Agreement and Plan of Reorganization on this 28th day of December, 1999.

RECITAL

The Board of Directors of 4135 Aurora Corporation ("4135 Aurora") and New 4135 Aurora Corporation ("New 4135 Aurora") deem it advisable and in the best interest of said corporations and their respective shareholders that 4135 Aurora merge with and into New 4135 Aurora.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the 4135 Aurora shall be merged into New 4135 Aurora in accordance with the applicable provisions of the General corporation Law of the State of Delaware, as amended (the "DGCL") and Florida Business Corporation Act, as amended (the "FBCA"), and upon the following terms and conditions:

TERMS

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of Delaware, 4135 Aurora shall merge into and become a part of New 4135 Aurora or ("Surviving Corporation"). Upon the effective date of the Merger, the separate corporate existence of 4135 Aurora shall cease. The effective date for the transaction contemplated hereunder shall be on December 30th, 1999.

2. **Changes to Articles of Incorporation.** The Certificate of Incorporation of the

Surviving Corporation shall be the Certificate of Incorporation of New 4135 Aurora until thereafter amended in accordance with Delaware law.

3. **Changes to By-Laws.** The By-Laws of the Surviving Corporation shall be the By-Laws of New 4135 Aurora until thereafter amended in accordance with Delaware law.

4. **Changes to Directors and Officers.** The Directors and Officers of the Surviving Corporation shall be the current Directors and Officers of New 4135 Aurora until their successors are duly elected and qualified.

5. **Representations and Warranties.**

(a) 4135 Aurora represents and warrants as follows:

(1) Organization and Good Standing. 4135 Aurora is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Reorganization by 4135 Aurora have been duly and validly authorized and approved by all necessary corporate and shareholder action.

(b) New 4135 Aurora represents and warrants as follows:

(1) Organization and Good Standing. New 4135 Aurora is a corporation duly organized, validly existing and in good standing under the laws of Delaware and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Reorganization by New 4135 Aurora have been duly and validly authorized and approved by all necessary corporate and shareholder action.

6. **Effects of Merger.** The Merger shall have the effect provided therefor by Delaware law. As of the effective date of the Merger, New 4135 Aurora shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers

and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of 4135 Aurora; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due 4135 Aurora, shall be deemed to be transferred to and vested in New 4135 Aurora without further act or deed, and the title to any property or any interest therein, vested in 4135 Aurora, shall not revert to or be in any way impaired by reason of the Merger.

New 4135 Aurora shall be responsible and liable for all the liabilities and obligations of 4135 Aurora; and any claims existing by or against 4135 Aurora may be prosecuted to judgment as if the Merger had not occurred, or New 4135 Aurora may be substituted in the place of 4135 Aurora. The rights of any creditors of 4135 Aurora shall not be impaired by the Merger. New 4135 Aurora shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of 4135 Aurora.

7. **Share Conversion.** Prior to the Merger, New 4135 Aurora will have no outstanding shares. Upon the effective date of the Merger, all the outstanding shares of stock of 4135 Aurora shall be surrendered and canceled and the sole shareholder of 4135 Aurora shall receive 1,000 shares of stock of New 4135 Aurora.

8. **Further Assurances.** If at any time New 4135 Aurora shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in New 4135 Aurora the title to any property or rights of 4135 Aurora or to otherwise carry out the provisions hereof, the proper officers and directors of 4135 Aurora, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in New 4135 Aurora and to otherwise carry out the provisions hereof.

9. **Abandonment or Amendment.** At any time prior to the filing of the Certificate

of Merger with the State of Delaware, Office of the Secretary of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

10. Approval of Sole Shareholder and Boards of Directors. This Agreement and Plan of Reorganization has been approved by, and the execution and delivery thereof authorized by, the sole Shareholder and by the Board of Directors of each of 4135 Aurora and New 4135 Aurora

11. Costs. All costs in connection with this Agreement and Plan of Reorganization will be paid by 4135 Aurora.

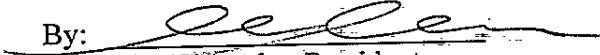
12. Payment of Dissenters. Pursuant to Section 262 DGCL and Fla. Stat. § 607.1302, there are no dissenting shareholders since the sole shareholder of each 4135 Aurora and New 4135 Aurora have consented to this Agreement and Plan of Reorganization.

13. Procedure. Each party will in a timely manner follow the procedures provided by Delaware law in connection with the statutory merger including the filing of appropriate Certificate of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Agreement and Plan of Reorganization and the transactions contemplated hereby.

14. Tax Consequences. It is the express intent and purpose of this Agreement and Plan of Reorganization that the transaction contemplated hereunder qualify under the internal revenue laws as an Internal Revenue Code Section 368(a)(1)(F) reorganization. To this end, any ambiguity in this Agreement and Plan of Reorganization shall be resolved in an interpretation that will qualify this transaction as a tax-free reorganization. Notwithstanding, the failure of this transaction to qualify as a tax-free reorganization shall not give rise to a cause of action by the shareholders against the corporations involved in this transaction, or against any person involved in this transaction.

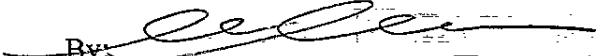
4135 Aurora Corporation, a Florida
corporation

By:


Ugo Colombo, President

New 4135 Aurora Corporation, a Delaware
corporation

By:


Ugo Colombo, President