

654781

Florida Department of State

Division of Corporations
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Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FORTUNE INTERNATIONAL/BRICKELL BAYVIEW REAL ESTATE,

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FORTUNE INTERNATIONAL REALTY, INC., a Florida corporation, document
number S28592

INTO

FORTUNE INTERNATIONAL/BRICKELL BAYVIEW REAL ESTATE, INC. which
changed its name to

FORTUNE INTERNATIONAL REALTY, INC., a Florida entity, 654781

File date: December 10, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| FORTUNE INTERNATIONAL/ BRICKELL BAYVIEW REAL ESTATE, INC. | FLORIDA |

Second: The name and jurisdiction of each merging corporation are:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------------|---------------------|
| FORTUNE INTERNATIONAL REALTY, INC. | FLORIDA |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

Fifth: Adoption of Merger by surviving corporation – (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on January 4, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) – (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 4, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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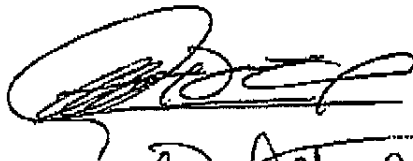
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of
Individual & Title

Fortune International/
Brickell Bayview Real Estate, Inc.



Walter DeFortuna, President

Fortune International Realty, Inc.



Edgardo DeFortuna, President

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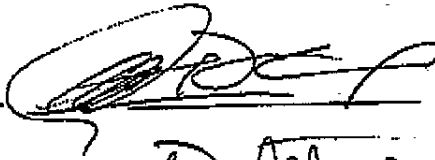
Seventh: SIGNATURES FOR EACH CORPORATION

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Signature

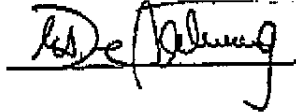
Typed or Printed Name of
Individual & Title

Fortune International/
Brickell Bayview Real Estate, Inc.



Walter DeFortuna, President

Fortune International Realty, Inc.



Edgardo DeFortuna, President

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| FORTUNE INTERNATIONAL/ BRICKELL BAYVIEW REAL ESTATE, INC. | Florida Corporation |

Second: The name and jurisdiction of each merging corporation are:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------------|---------------------|
| FORTUNE INTERNATIONAL REALTY, INC. | Florida Corporation |

Third: The terms and conditions of the merger are as follows:

Exchange of shares — one for one.

Fourth: The manner and basis for converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis for converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Exchange of shares — one for one.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Upon the merger taking effect, the name of the surviving entity shall be changed to:
FORTUNE INTERNATIONAL REALTY, INC.

OR

Restarted articles are attached:

Other provisions relating to the merger are as follows:

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