L07396

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Account Number : I19990000008
Phone : (305)476-5270
Fax Number : (305)476-5273

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MERGER OR SHARE EXCHANGE

FINOTEX U.S.A. CORP.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FINOWEAVING CORPORATION, a FL corp., P98000082388

INTO

FINOTEX U.S.A. CORP., a Florida entity, L07396

File date: June 30, 2000

Corporate Specialist: Susan Payne

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FINOTEX U.S.A. CORP., a Florida corporation (the "Surviving Corporation") and FINOWEAVING CORPORATION, a Florida corporation (the "Non-surviving Corporation") hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The merger of the Non-surviving Corporation with and into the Surviving Corporation shall become effective on the date on which these Articles of Merger are electronically filed with the Secretary of State of the State of Florida (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the Stockholders and Board of Directors of each of the Non-surviving Corporation and the Surviving Corporation by appropriate resolutions adopted at Special Meetings of the Directors and Stockholders of the Non-Surviving corporation and Surviving corporation held on June 30, 2000.

4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving corporation. The Articles of Incorporation of the Surviving Corporation shall not be changed as a result of the merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 30th day of June, 2000.

NON-SURVIVING CORPORATION:

FINOWEAVING CORPORATION, a Florida corporation

By: _____
Andres Yidi Quintero, President

SURVIVING CORPORATION:

FINOTEX U.S.A. CORP., a Florida corporation

By: _____
Carlos Yidi Slebi, President

Michael Ortiz, Esq.
FBN: 239585
328 Minorca Ave - 2nd FL
Coral Gables, FL 33134
FA# H00000034930 8

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of June 30, 2000.

NON-SURVIVING CORPORATION:

FINOWEAVING CORPORATION, a Florida corporation

By:_____
Andres Yidi Quintero, President

SURVIVING CORPORATION:

FINOTEX U.S.A. CORP., a Florida corporation

By:_____
Carlos Yidi Slebi, President

MICHAEL ORTIZ, ESQ.
FBN: 239585
328 Minorca Avenue - 2nd Floor
Coral Gables, Florida 33134
FA#: H00000034930 8

FA #H 00000034930 8

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of FINOWEAVING CORPORATION, a Florida corporation (the "Non-surviving Corporation") with and into FINOTEX U.S.A. CORP., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Non-surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the Non-surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. **The Merger**. On the Effective Date (as defined below), the Non-surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-surviving Corporation shall cease.

2. **Terms and Conditions**. The Merger shall become effective on the date on which these Articles of Merger are electronically filed with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

3. **Articles of Incorporation and Bylaws**. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be the Articles of Incorporation and the Bylaws, respectively, of the surviving corporation. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall not be changed as a result of the Merger.

4. **Treatment of Stock**. On the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Non-surviving Corporation, all outstanding capital stock of the Non-surviving Corporation shall be canceled and all the outstanding capital stock of Surviving Corporation shall remain outstanding and unchanged. Any rights to acquire capital stock of the Non-Surviving Corporation, if any, shall be converted to rights to acquire capital stock of the Surviving Corporation.

MICHAEL ORTIZ, ESQ.
FBN: 239585
328 Minorca Avenue - 2nd Floor
Coral Gables, Florida 33134
FA#: H00000034930 8