

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations

MERGER OR SHARE EXCHANGE

Mesport LLC

Certificate of Status	0
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96.00

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Corporate Filing Menu

Help

ARTICLES OF MERGER
OF
THE RUBINI CORPORATION
WITH AND INTO
MESPORT LLC

Pursuant to the provisions of Section 607.1109 and 608.4382 of the Florida Statutes, the undersigned hereby certify that:

FIRST: The name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

The Rubini Corporation
One SH Third Avenue, Suite 1440
Miami, FL 33131
Florida Doc. No. P92000001989

Mesport LLC
One SE Third Avenue, Suite 1440
Miami, FL 33131
Florida Doc. No. L05000086366

SECOND: The name, street address, jurisdiction and entity type of the surviving entity is:

Mesport LLC **Florida** **Limited Liability Company**
One SE Third Avenue, Suite 1440
Miami, FL 33131

THIRD: The attached plan of Merger meets the requirement of sections 607.1103 and 608.438, Florida Statutes, and was approved by parties to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Bylaws, Articles of Incorporation, operating agreement or Articles of Organization of either party to the merger.

FIFTH: The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of December 31, 2006.

THE RUBINI CORPORATION, a Florida corporation.

By: Giorgio Rubini
Giorgio Rubini, President

MESPORT LLC, a Florida limited liability company

By: Giorgio Rubini
Giorgio Rubini, Sole Member

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AGREEMENT AND PLAN OF MERGER

OF

THE RUBINI CORPORATION

AND

MESPORT LLC

This Agreement and Plan of Merger dated as of December 3, 2006, is made by and between THE RUBINI CORPORATION, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), and MESPORT LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Company" or the "Surviving Company").

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RECITALS

WHEREAS, Giorgio Rubini directly and indirectly owns 100% of the issued and outstanding common stock (the "Stock") of the Corporation and also owns 100% of the membership interests in the Company; and

WHEREAS, Giorgio Rubini deems it in his best interest to merge the Corporation with and into the Company (the "Merger") and, incident to the Merger, all of the Stock of the Corporation shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of transferring all assets and properties of every description and wherever located of the Corporation and its rights, privileges, immunities, powers, franchises and authority, public as well as private, and such other terms and conditions as may be required or desired and permitted. The Directors of the Corporation and Member of the Company deem the Merger desirable and in the best interests of the shareholder or member, as the case may be, and each Director and Member has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its members for their approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 5 below), in accordance with the provisions of this Agreement and Plan of Merger and the provisions of the Florida Limited Liability Company Act and the General Business Corporation Act, the Corporation shall be merged with and into the Company, which shall be the Surviving Company, and the separate existence of the Corporation shall cease. The Company, as the Surviving Company, shall possess and retain every interest in all assets and properties of every description and wherever located of the Corporation. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the Corporation shall be vested in the Surviving Company without

further act. All obligations due to the Corporation shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of the Corporation existing as of the Effective Date.

2. The Articles of Organization of the Company as in effect on the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Company.

3. The Limited Liability Company Agreement of the Company as in effect on the Effective Date shall remain in effect and be the Limited Liability Company Agreement of the Surviving Company.

4. On the Effective Date, by virtue of the Merger and without any further act, all corporate interests in the Corporation shall be cancelled.

5. The Merger shall become effective on the day that the Articles of Merger for the Merger have been filed with the Secretary of State of Florida (the "Effective Date").

6. The authorized officers of the Corporation and authorized agent of the Surviving Company, respectively, are empowered, and directed to do any and all acts and things and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger.

8. The name and address of the member of the Surviving Company is:

MESPORT LLC
One SE Third Avenue, Suite 1440
Miami, FL 33131

[Signatures on next page]

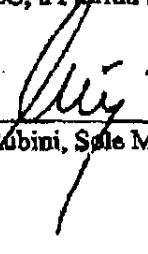
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Corporation and the Company have caused this Agreement and Plan of Merger to be signed in their names by their respective authorized officers as of the day and year first above written.

THE RUBINI CORPORATION, a Florida corporation

By: 
Giorgio Rubini, President

MESPORT LLC, a Florida limited liability company

By: 
Giorgio Rubini, Sole Member

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TALLAHASSEE, FLORIDA

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