

323631

ARTICLES OF MERGER
Merger Sheet

MERGING:

RENTALCO INC.. a Florida corporation (Charter #G22804)

INTO

TRANSCONEX INCORPORATED, a Florida corporation, 323631

File date: December 30, 1996

Corporate Specialist: Louise Flemming-Jackson

323631
LAW OFFICES
GUIDO A. AGUILERA, P.A.
PROFESSIONAL ASSOCIATION
815 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

GUIDO A. AGUILERA *

TELEPHONE (305) 445-8748
TELEFAX
447-0078

* Also Admitted in Madrid, Spain

November 12, 1996

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

300002007533--6
-11/19/96--01034--002
122.50 **70.00
122.50

Re: Articles of Merger
Rentalco into Transconex Incorporated

Gentlemen:

Please find enclosed the Articles of Merger pertaining to the above referenced corporation and our trust account check #4151 in the amount of \$122.50 to cover the filing fees.

If you have any questions, please feel free to contact us.

Sincerely,


Guido A. Aguilera

GAA:oar
Encs.

FILED
96 DEC 30 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
LFG
12-31-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 DEC 30 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 2, 1996

GUIDO A. AGUILERA, P.A.
815 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134

SUBJECT: TRANSCONEX INCORPORATED
Ref. Number: 323631

We have received your document for TRANSCONEX INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The merging corporation must be reinstated before the merger can be filed. The fee to reinstate this corporation is \$375.00, see attached reinstatement form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 796A00053858

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is **TRANSCONEX INCORPORATED**, a Florida Corporation.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Section 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger will become effective as of the date of filing.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Shareholders of **RENTALCO INC.** and **TRANSCONEX INCORPORATED**, Florida Corporations.

7. The Plan of Merger calls for cancellation of the issued shares of **RENTALCO INC.**, a Florida corporation.

RENTALCO INC., a Florida corp.

BY: *Rodolfo A. Catinchi*
RODOLFO A. CATINCHI, as
President

Attest: *Carmen M. Aviles*
CARMEN M. AVILES, as
Secretary

TRANSCONEX INCORPORATED

BY: *Rodolfo A. Catinchi*
RODOLFO A. CATINCHI, as
President

Attest: *Carmen M. Aviles*
CARMEN M. AVILES, as
Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT and Plan of Merger made this 20th day of DECEMBER, 1995, by and between RENTALCO, INC., a corporation duly organized under the laws of the State of Florida (hereinafter referred to as "RENTALCO" and/or the "ABSORBED CORPORATION", and TRANSCONEX INCORPORATED, a corporation duly organized under the laws of the State of Florida (hereinafter referred to as "TRANSCONEX" and/or the ("SURVIVING CORPORATION".).

STIPULATIONS

A. "RENTALCO" is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on February 3, 1983, under charter No. G22804 issued by the Secretary of the State of Florida.

B. "RENTALCO" has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of \$1.00 PAR VALUE common stock, all of which are issued and outstanding.

C. "TRANSCONEX", is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on November 27, 1967 and under charter No. 323631 issued by the Secretary of the State of Florida.

D. "TRANSCONEX" has a capitalization of 10,000 authorized shares of \$100.00 PAR VALUE common stock, all of which shares are issued and outstanding.

see
E. The Board of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholder that "RENTALCO" be merged into "TRANSCONEX" being the SURVIVING CORPORATION, pursuant to the provisions of Section 607.1101 et seq. of the Florida General Corporation Act; and as amended, in order that the transaction qualify as a reorganization within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1954 and as amended.

NOW THEREFORE, in consideration of the premises, the mutual covenants and other provisions and agreements contained herein, it is hereby agreed by and between the parties, and in accordance with the corporation laws of the State of Florida, permitting the merger of domestic corporation into other domestic corporations, and subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

MERGER

"RENTALCO" is hereby merged into "TRANSCONEX", with the laws of the State of Florida governing the surviving Corporation, "TRANSCONEX".

ARTICLE II

NAME

The surviving corporation, "TRANSCONEX" shall continue to be named "TRANSCONEX INCORPORATED" and shall continue to operate as such under the laws of the State of Florida.

ARTICLE III

Change in Articles of Incorporation

The articles of incorporation of the surviving corporation "TRANSCONEX" shall continue to be its articles of incorporation following the effective date of the merger.

ARTICLE IV

Change in Directors and Officers

The Directors and Officers of the SURVIVING CORPORATION, "TRANSCONEX" on the effective date of the merger shall be a follows:

NAMES

ADDRESS

Rodolfo A. Catinchi
President and Director

3000 N.W. 74th Avenue
Miami, Florida

see
Carmen M. Aviles
Secretary/Treasurer/Director

3000 N.W. 74th Avenue
Miami, Florida

ARTICLE V

Exchange of Stock

Notwithstanding, all of the Shareholders of the capital stock issued and outstanding of "RENTALCO" and "TRANSCONEX" at the effective date of the Merger, the same Shareholders with same proportions of shares issued in both Corporations, the manner of converting the capital stock of "RENTALCO" into the capital stock of "TRANSCONEX", the surviving corporation, shall be as follows:

1. "RENTALCO". All of the issued and outstanding shares of the capital stock of "RENTALCO" will be canceled upon the effective date of the merger.

2. "TRANSCONEX". None of the shares of the capital stock of "TRANSCONEX" issued and outstanding at the effective date of the merger shall be issued as a result of this merger, being "TRANSCONEX", the SURVIVING CORPORATION.

ARTICLE VI

Effective date

The merger shall become effective as of the date of filing the certificate.

ARTICLE VII

Upon the effective date of the merger, "RENTALCO" shall cease to exist separately, and shall be merged with and into "TRANSCONEX" being the SURVIVING CORPORATION.

The Surviving Corporation shall succeed to, without further transfer, and shall possess and enjoy all the rights, titles, privileges, immunities, powers and franchises, whether or not their terms, both of a public and private nature, and be subject to all restrictions, disabilities and duties of "RENTALCO" and all property real personal and mixed and all debts due to "RENTALCO" on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to "RENTALCO" shall be vested in "TRANSCONEX", the SURVIVING CORPORATION; and, all property, rights, privileges, immunities, powers and franchises and all and every other interests of "RENTALCO" shall hereafter be effectively the property of the SURVIVING CORPORATION as they were of "RENTALCO".

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The title to any and all real estate vested by deed or otherwise in "RENTALCO" shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of "RENTALCO" shall be preserved unimpaired, being such property effected by such liens at the effective date of the merger, and "RENTALCO" may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations, and duties of "RENTALCO" shall forthwith attach to the SURVIVING CORPORATION and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the SURVIVING CORPORATION it being expressly provided that merger of "RENTALCO" and "TRANSCONEX" shall not in any manner impair the rights of the creditor or creditors of any of said corporations, nor shall impair in any manner the rights of the Shareholders of "TRANSCONEX" upon

any and all agreements between them, including that certain Agreement dated October 11, 1967 as amended.

If at any time, the SURVIVING CORPORATION shall deem or be advised that any assignments, transfer, deeds or other assurances in law are necessary or assurable to vest, perfect or confirm, of record or otherwise in the SURVIVING CORPORATION the title to any property or right of "RENTALCO", the proper officers and directors of "RENTALCO" shall execute such documents and do all

things necessary or proper to vest, perfect or confirm title to such documents and do all things necessary or proper to vest, perfect or confirm title to such property or rights and the Officers and Directors of the SURVIVING CORPORATION are hereby fully authorized in the name of "RENTALCO" or otherwise to take any and all such action.

ARTICLE VIII

Expenses of Merger

The SURVIVING CORPORATION shall pay all expenses of merger.

ARTICLE IX

Execution of Agreement

This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seal, and attested by their respective secretaries pursuant to the authorization of their respective board of directors on the date first above written.

RENTALCO, INC.

Attest:

By:

Rodolfo A. Catinchi

RODOLFO A. CATINCHI
Its President

Carmen M. Aviles

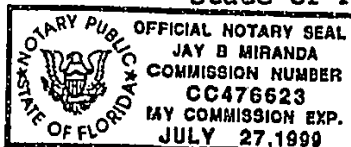
CARMEN M. AVILES
Its Secretary

RODOLFO A. CATINCHI

Carmen M. Aviles
CARMEN M. AVILES

BEFORE ME, personally appeared RODOLFO A. CATINCHI AND CARMEN M. AVILES, to me known, and known to me to be the individuals described in and who executed the foregoing Agreement and Plan of Merger, as President and Secretary respectively of TRANSCONEX INCORPORATED, a corporation duly organized under the laws of the State of Florida, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said Corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said Corporation and that it was affixed to said Agreement by due and regular corporate authority, that said Agreement is the free act and deed of said Corporation, and that the statements contained therein are true.

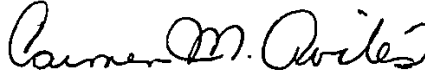
My Commission Expires: _____



I, CARMEN M. AVILES, Secretary of RENTALCO, INC., a Florida Corporation, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, was duly submitted to the Stockholders of said corporation at a Special meeting of said stockholders held on the 20th of December, 1995, for the purpose of considering and taking action upon said Agreement and Plan of Merger, and that the attached Agreement and Plan of Merger was approved by the Stockholders of said Corporation, who were present and voting throughout, and that all of the outstanding shares of the Corporation were voted in favor of approval of said Agreement

and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and caused the seal of said Corporation to be hereunto affixed this 10th day of January, 1996.



CARMEN M. AVILES
Secretary of RENTALCO, INC.

CERTIFICATION OF SECRETARY

I, **CARMEN M. AVILES**, Secretary of **TRANSCONEX INCORPORATED**, a Florida Corporation, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, was duly submitted to the Stockholders of said corporation at a Special meeting of said stockholders held on the 20th of December, June, 1995, for the purpose of considering and taking action upon said Agreement and Plan of Merger, and that the attached Agreement and Plan of Merger was approved by the Stockholders of said Corporation, who were present and voting throughout, and that all of the outstanding shares of the Corporation were voted in favor of approval of said Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and caused the seal of said Corporation to be hereunto affixed this 10th day of January, 1996.



CARMEN M. AVILES
Secretary of **TRANSCONEX INCORPORATED**