

689041

LAW OFFICES OF
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Ernest A. Seemann
Darrin R. Schutt
(also admitted in Georgia)
Christine F. Wright

September 1, 1999

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*****43.75 *****43.75

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: M.U.G.E. INVESTMENT CORP.
M.U. and G.E. INVESTMENT CO.

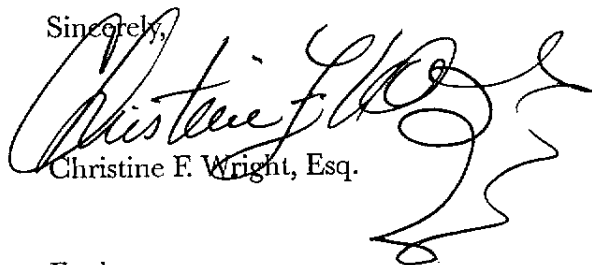
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*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith is an executed original of the Articles of Merger and Plan of Merger for the above referenced companies together with our check for \$43.75 for the filing fee and a certified copy. Please return a certified photocopy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

Sincerely,



Christine F. Wright, Esq.

Enclosures

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99 SEP 17 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
LFS 9-20-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

M.U.G.E. INVESTMENT CORP., a Florida corporation (Document #689215)

INTO

M.U. AND G.E. INVESTMENT CO., a Florida entity, 689041

File date: September 17, 1999

Corporate Specialist: Louise Flemming-Jackson

LAW OFFICES OF
SEEMANN & SCHUTT, P.A.

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Ernest A. Seemann
Darrin R. Schutt
(also admitted in Georgia)
Christine F. Wright

September 15, 1999

Louise Jackson
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Merger of M.U. and G.E. Investment Co. and
M.U.G.E. Investment Corp.

Dear Ms. Jackson:

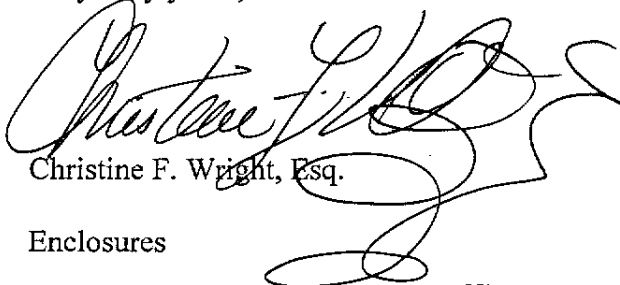
Thank you for your telephone call today concerning the above-referenced merger. I have enclosed the pages with the requested changes. As discussed, please make the necessary changes to the final page.

In addition, I have enclosed our check for \$35.00 for the fee for the second corporation.

If you have any questions, please contact me.

Thank you for your attention to this matter.

Very truly yours,



Christine F. Wright, Esq.

Enclosures

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1005 of the Florida Business Corporation Act (the "Act"), the following Articles of Merger are submitted.

ARTICLE I

M.U. and G.E. INVESTMENT CO., a Florida corporation and M.U.G.E. INVESTMENT CORP., a Florida corporation, adopt the following Articles of Merger for the purpose of merging M.U.G.E. INVESTMENT CORP., into M.U. and G.E. INVESTMENT CO., the latter of which is to survive the merger:

ARTICLE II

That certain Plan of Merger dated August 30, 1999, by and between M.U. and G.E. INVESTMENT CO., a Florida corporation, and M.U.G.E. INVESTMENT CORP., a Florida corporation, is attached hereto and made a part of this instrument.

ARTICLE III

As recited in the Plan of Merger, the merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE IV

One hundred (100) percent of the shareholders of M.U. and G.E. INVESTMENT CO. adopted the Plan of Merger on August 30, 1999.

One hundred (100) percent of the shareholders of M.U.G.E. INVESTMENT CORP. adopted the Plan of Merger on August 30, 1999.

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers.

M.U. and G.E. INVESTMENT
CO.

M.U.G.E. INVESTMENT CORP.

By: H. Hoes Guido Mutke
Dr. Hans-Guido Mutke, President

By: H. Hoes Guido Mutke
Dr. Hans-Guido Mutke, President

By: H. Hoes Guido Mutke
Dr. Hans-Guido Mutke, Secretary

By: H. Hoes Guido Mutke
Dr. Hans-Guido Mutke, Secretary

GERMANY
CITY OF MUNICH, BAVARIA
CONSULAR SERVICE OF THE
UNITED STATES OF AMERICA

FEDERAL REPUBLIC OF GERMANY
LAND BAVARIA
CITY OF MUNICH
CONSULATE GENERAL OF THE
UNITED STATES OF AMERICA } SS

I HEREBY CERTIFY that on this ^{August} ~~31st~~ day of ~~September~~, 1999, before me, an officer duly qualified to take acknowledgments, personally appeared *Dr. Hans-Guido Mutke, who has produced German Passport No. 9508649021 as identification, and who executed the foregoing instrument, acknowledged before me that he executed the same, and who did not take an oath.

*WHO ACKNOWLEDGED HIMSELF TO BE THE PRESIDENT AND THE SECRETARY OF ABOVE MENTIONED COMPANIES.

Glen Keiser
Glen Keiser
American Consul

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

Name and Jurisdiction of Surviving Corporation

1. The name of the Surviving Corporation shall be M.U. and G.E. INVESTMENT CO. and the jurisdiction of the Surviving Corporation shall be Florida.

Name and Jurisdiction of Merging Corporation

2. The name of the Merging Corporation is M.U.G.E. INVESTMENT CORP., and the jurisdiction of the Merging Corporation is Florida.

Place of Office of Surviving Corporation

3. The office of the Surviving Corporation shall be located at 1105 Cape Coral Parkway East, Suite C, Cape Coral, Florida 33904.

Purposes of Surviving Corporation

4. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the laws of Florida.

Authorized Shares of Surviving Corporation

5. The present number of shares that the Disappearing Corporation is authorized to issue is One Thousand (1000) shares of common stock with \$10.00 par value per share, of which One Thousand (1000) shares are now issued and outstanding. The present number of shares that the Surviving Corporation is authorized to issue is One Thousand (1000) shares of common stock with \$10.00 par value per share, of which 1000 shares are now issued and outstanding. The total number of shares of capital stock that may be issued by the Surviving

Corporation after the effective date of this merger is Two Thousand (2000) shares of common stock having a par value of \$10.00 per share.

First Directors

6. The present Directors of the Surviving Corporation shall continue as directors until their successors are duly elected or designated after the effective date of the merger. The present Director is:

Dr. Hans-Guido Mutke

Officers

7. The present Officers of the Surviving Corporation shall continue as officers until their successors are duly appointed or designated after the effective date of the merger. The present Officers of the Surviving Corporation are:

Dr. Hans-Guido Mutke

President/Secretary/Treasurer

Name and Residence of Registered Agent of Corporation

8. Christine F. Wright, Esq. of 1105 Cape Coral Parkway East, Suite C, Cape Coral, Florida 33904, in Lee County, Florida, is appointed as the person on whom process, tax notices, and demands against M.U. and G.E. INVESTMENT CO., or either of the Constituent Corporations, may be served.

Mode of Conducting the Merger

9. The mode of carrying this merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation in to shares of the Surviving Corporation, shall be as follows:

- (1) Each shareholder of the Disappearing Corporation shall surrender his or her certificate or certificates to the Surviving Corporation during the period beginning on August 30, 1999, which is the effective date of this Agreement, and ending on October 31, 1999.

- (2) At the time each shareholder surrenders to the Surviving Corporations his or her certificates for outstanding shares of the Disappearing Corporation, the shareholder shall be issued certificates for fully paid and nonassessable common shares of the Surviving Corporation, in the ratio of one (1) share of the Surviving Corporation for each surrendered share of the Disappearing Corporation, being a total issue of One Thousand (1000) shares of the Surviving Corporation for the entire One Thousand (1000) shares now issued and outstanding of the Disappearing Corporation.

**Reporting of Assets at Book Value in Accounts of Surviving Corporations,
Pooling of Interest**

10. The Assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

Articles of Incorporation

11. The Articles of Incorporation of the Surviving Corporation, as amended by this Agreement, shall continue to be the Articles of the Surviving Corporation, until amended as provided by law.

Bylaws

12. The present Bylaws of M.U. and G.E. INVESTMENT CO. shall continue to be the Bylaws of the Surviving Corporation.

Effective Date of Agreement

13. This Agreement shall become effective on August 31, 1999, and shall be filed, together with any other appropriate certificate, in the manner provided by law. The term "effective date", wherever used in this Agreement, shall mean the effective date described here.

Execution

IN WITNESS WHEREOF, each Constituent Corporation has caused its corporate seal to be placed below and its corporate name to be signed below by its president and secretary, who are duly authorized by their respective Board of Directors and shareholders to execute this Plan of Merger.

Executed on ~~September~~ ^{August} 31, 1999, at Munich, Bavaria, Germany.

M.U. and G.E. INVESTMENT CO.

(SEAL)

By: Dr. Hans Guido Mutke
Dr. Hans-Guido Mutke, President

By: Dr. Hans Guido Mutke
Dr. Hans-Guido Mutke, Secretary

M.U.G.E. INVESTMENT CORP.

(SEAL)

By: Dr. Hans Guido Mutke
Dr. Hans-Guido Mutke, President

By: Dr. Hans Guido Mutke
Dr. Hans-Guido Mutke, Secretary

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.

Christine F. Wright
Christine F. Wright, Esq.