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(Requestor's Name)

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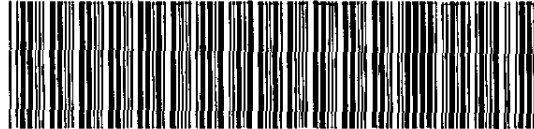
(Business Entity Name)

(Document Number)

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07/28/05--01032--019 **81.75

EFFECTIVE DATE
7-31-05

FILED
05 JUL 28 AM 8:58
TALLAHASSEE, FLORIDA

UX MPR

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Syroco, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hernando A. Rivera

(Name of person)

Totti & Rodríguez Díaz

(Name of firm/company)

PO Box 191732

(Address)

San Juan, PR 00919-1732

(City/state and zip code)

For further information concerning this matter, please call:

Hernando A. Rivera

(Name of person)

at (787) 753-7910

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Syroco, Inc.	Delaware	3837019

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vassallo Distribution Center, Inc.	Florida	P96000037243

Third: The Plan of Merger is attached.

EFFECTIVE DATE
07-31-05

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

OR 07 / 31 / 05 (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 July 21, 2005.

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






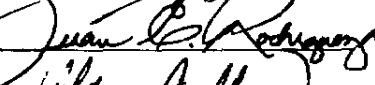

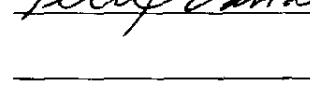
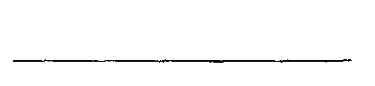
Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 21, 2005.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Syroco, Inc.		Salvador V. Vassallo, President and Director
Syroco, Inc.		Rafael V. Vassallo, Vice President & Director
Syroco, Inc.		Peter Lectora, Secretary-Treasurer & Director
Vassallo Distribution Center, Inc.		Rafael V. Vassallo, President and Director
Vassallo Distribution Center, Inc.		Salvador V. Vassallo, Secretary and Director
Vassallo Distribution Center, Inc.		Peter Lectora, Treasurer and Director
Vassallo Distribution Center, Inc.		Juan E. Rodríguez Díaz, Director
Vassallo Distribution Center, Inc.		Olga Collazo, Director
Vassallo Distribution Center, Inc.		Félix Vassallo, Director
Vassallo Distribution Center, Inc.		José Joaquín Villamil

AGREEMENT OF MERGER

This Agreement of Merger dated July 21st, 2005 is entered by and between Syroco, Inc. ("Syroco"), a corporation organized and existing under the laws of the State of Delaware ("Registry Number 3837019") and Vassallo Distribution Center, Inc. ("VDCI"), a corporation organized and existing under the laws of the State of Florida ("Registry Number P96000037243").

1. Merger. VDCI shall be, and is hereby, on the Effective Date of the Merger (hereinafter defined), merged with and into Syroco, which shall be the surviving corporation (the "Surviving Corporation"). (VDCI and Syroco are hereinafter sometimes collectively referred to as the "Constituent Corporations"). The terms and conditions of said merger (hereinafter referred to as the "Merger") and the mode of carrying the same into effect are set forth in this Agreement of Merger.

2. Articles of Incorporation of the Surviving Corporation. On the Effective Date of the Merger, Article Fifth of the Articles of Incorporation of the Surviving Corporation is amended to provide as follows:

"FIFTH: The total number of shares of all classes of stock which the Corporation is authorized to issue is 8,000,000 shares of common stock with a par value of \$1.00 each.

The denomination, faculties, preferences and rights of the stock will be fixed by the Board of Directors by corporate resolution."

The Articles of Incorporation of Syroco, as amended as of the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed, as therein provided.

3. By-Laws of the Surviving Corporation. On the Effective Date of the Merger,

the By-Laws of Syroco as then in effect, shall be the By-Laws of the Surviving Corporation, until the same shall be altered, amended, or repealed as therein provided.

4. Directors of the Surviving Corporation. The directors of Syroco shall continue to be the directors of the Surviving Corporation after the Effective Date of the Merger until their respective successors shall have been duly elected and qualified. If on the Effective Date of the Merger a vacancy shall exist in the Board of Directors of the Surviving Corporation for any reason whatsoever, such vacancy may be filled by the Board of Directors of the Surviving Corporation, as provided in the By-Laws of the Surviving Corporation.

5. Officers of the Surviving Corporation. The Officers of Syroco at the Effective Date of the Merger shall be the Officers of the Surviving Corporation until their respective successors shall have been duly appointed.

6. Authorized Capital and Outstanding Shares of the Constituent Corporations. As of the Effective Date of the Merger the authorized capital of Syroco will consist of 8,000,000 shares of common stock with a par value of \$1.00 each. The authorized capital of VDCI consists and as of the Effective Date of the Merger will consist of 1,500,000 shares of common stock with a par value of \$1.00 each. The designation and number of issued and outstanding shares of stock of Syroco and VDCI as of the Effective Date will be as follows:

Constituent Corporations	Number of Shares Issued and Outstanding
a. Syroco - Common Stock \$1.00 par value each ("Syroco Common Stock")	120,000

-
- b. VDCI - Common Stock
\$1.00 par value 1,208,913.69
("VDCI Common Stock")

7. Conversion of Shares. The manner of converting the shares of the VDCI into shares of the Surviving Corporation shall be as set forth in this paragraph:

a. Each share of Syroco Common Stock issued and outstanding as of the Effective Date shall remain issued and outstanding, without any change or alteration in the ownership, voting powers or other rights and the qualifications, limitations or restrictions thereof, as set forth in the Articles of Incorporation of the Surviving Corporation.

b. Each share of VDCI Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into one (1) share of Common Stock with a par value of \$1.00 each of the Surviving Corporation, with the qualifications, limitations or restrictions thereof, as set forth in the Articles of Incorporation of the Surviving Corporation.

c. Immediately upon the Effective Date of the Merger, ipso facto, without any action on the part of the holder thereof, said conversion shall take place and the shares of Common Stock with a par value of \$1.00 each of the Surviving Corporation shall be distributed proportionately among the shareholders of VDCI in accordance with their respective ownership interest in said corporation immediately prior to the Merger, and each outstanding certificate representing shares of VDCI Common Stock shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of stock of the Surviving Corporation into which such shares of VDCI Common Stock shall have been so converted on the basis of one (1) share of the Surviving Corporation for every one (1) share of VDCI, and provided further, that any shareholder of the Constituent Corporations that would not

receive a full share by reason of the exchange ratio will receive a fractional share as allowed under §155 of Delaware General Corporation Law.

d. After the Effective Date of the Merger and on or after the date fixed for such purpose by the Board of Directors of the Surviving Corporation, or by the Executive Committee of such Board of Directors, the holder of the outstanding certificate or certificates theretofore representing VDCI Common Stock shall surrender the same to the Surviving Corporation, and such holder shall thereupon be entitled to receive in exchange a certificate or certificates representing the number of shares of stock to which the shares of stock represented by the certificate or certificates so surrendered shall have been converted. If the holder of such outstanding certificate or certificates shall not have surrendered the same, no dividends payable to the holders of record of stock of the Surviving Corporation as of any date subsequent to the Effective Date of the Merger shall be paid to such holder with respect to the number of shares of stock of the Surviving Corporation represented by such outstanding certificate or certificates; but, upon surrender of such outstanding certificate or certificates, there shall be paid to the record holder of the certificate or certificates of stock of the Surviving Corporation, issued in exchange therefor, the amount of dividends which theretofore have become payable with respect to the number of shares of stock of the Surviving Corporation represented by the certificate or certificates issued in the exchange.

8. Effectiveness of Merger. At the Effective Date of the Merger, all singular rights, privileges, powers and franchises of a public and a private nature, and all the property, real, personal and mixed, of VDCI, and all debts due to VDCI on whatever account, including subscriptions to shares and all other things in action or belonging to

VDCI and due to VDCI, shall be taken and deemed to be transferred to, and shall be vested in, the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as effectively as they were of VDCI, and the title to any real estate vested by deed or otherwise in VDCI shall not revert or be in any way impaired by reason of the Merger; but the Surviving Corporation shall thenceforth be liable for all debts, liabilities, obligations, duties and penalties of VDCI and all said debts, liabilities, obligations, duties and penalties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by it. No liability or obligation due or to become due at the Effective Date of the Merger, or any claim or demand for any cause then existing against VDCI shall be released or impaired by the Merger and all rights of creditors and all liens upon any property of VDCI shall be preserved unimpaired.

9. Appointment of Agent. Syroco, as Surviving Corporation, and pursuant to Section 607.1107(2)(a) of Title XXXVI of Florida Statutes Annotated, hereby agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of the constituent Florida Corporation, VDCI, and for the enforcement, as provided in the Florida General Corporation Law, of the rights of shareholders of the constituent Florida Corporation, VDCI. The foreign corporation, for purposes of Florida law, Syroco, hereby designates the Secretary of State of Florida as its agent upon whom process against said Surviving Corporation may be served, and the Secretary of State of Florida shall remit any such service of process to Syroco to its

address at 7528 State Fair Blvd., Baldwinsville, New York 13027.

The Surviving Corporation, Syroco, agrees that, subject to the provisions of Section 607.1107(2)(b) of Title XXXVI of Florida Statutes Annotated, it will promptly pay to any dissenting shareholders of VDCI the amount, if any, to which they are entitled under Section 607.1302 of Title XXXVI of Florida Statutes Annotated.

10. **Effective Date of Merger.** The Merger shall be consummated and shall become effective and the corporate existence of VDCI shall cease on July 31, 2005, at 11:59 P.M. Such date and time shall be the "Effective Date of the Merger" as said term is used in this Agreement.

IN WITNESS WHEREOF, Syroco and VDCI have caused this Agreement of Merger to be executed by their duly authorized officers and their corporate seals to be affixed hereto, as of the date first above written.


Syroco, Inc.

(Corporate Seal)

By: 

Rafael V. Vassallo
Vice-President

Attest:


Peter Lectora
Secretary

Vassallo Distribution Center, Inc.

(Corporate Seal)

By: 

Rafael V. Vassallo
President

Attest:

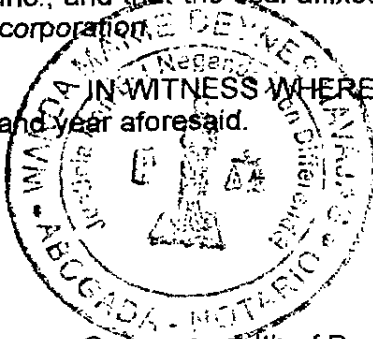

Milagros Figueroa
Deputy Secretary

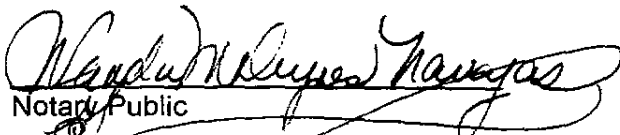
Commonwealth of Puerto Rico }
City of Ponce } ss
}

Affidavit No. 457

Be it remembered that on this 21st day of July, A.D. 2005, personally came before me a Notary Public in and for the Commonwealth of Puerto Rico, Rafael V. Vassallo and Peter Lécora, Vice President and Secretary, respectively, of Syroco, Inc., a corporation organized under the laws of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, and known to me personally to be such, and they, the said and as such President and Secretary, respectively, duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Syroco, Inc., that the signature of the said President and Secretary of said corporation to said foregoing Agreement of Merger is in the handwriting of said President and Secretary of said Syroco, Inc., and that the seal affixed to said Agreement of Merger is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.




Notary Public

Commonwealth of Puerto Rico }
City of Ponce } ss
}

Affidavit No. 458

Be it remembered that on this 21st day of July, A.D. 2005, personally came before me a Notary Public in and for the Commonwealth of Puerto Rico, Rafael V. Vassallo and Milagros Figueroa, President and Deputy Secretary, respectively, of Vassallo Distribution Center, Inc., a corporation organized under the laws of the State of Florida and one of the corporations described in and which executed the foregoing Agreement of Merger, and known to me personally to be such, and they, the said and as such President and Secretary, respectively, duly executed said Agreement of Merger before me and

acknowledged said Agreement of Merger to be the act, deed and agreement of said Vassallo Distribution Center, Inc., that the signature of the said President and Secretary of said Corporation to said foregoing Agreement of Merger is in the handwriting of said President and Secretary of said Vassallo Distribution Center, Inc. and that the seal affixed to said Agreement of Merger is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

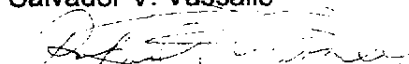


Wanda M. Reyes-Trujillo
Notary Public

IN WITNESS WHEREOF, the directors of Syroco, Inc., a corporation organized under the laws of the State of Delaware, cause this Agreement of Merger to be executed and its corporate seal affixed hereto as of the date first above written.



Salvador V. Vassallo



Rafael V. Vassallo



Peter Lectora

(Seal)


IN WITNESS WHEREOF, the majority of the directors of Vassallo Distribution Center, Inc., a corporation organized under the laws of the State of Florida, cause this Agreement of Merger to be executed and its corporate seal affixed hereto as of the date first above written.



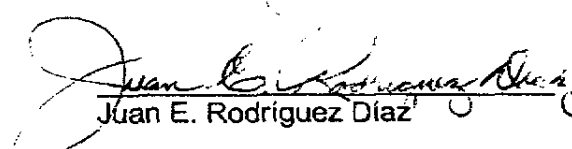
Rafael V. Vassallo




Peter Lectora



Salvador V. Vassallo



Juan E. Rodriguez Diaz



Olga Collazo



Félix Vassallo

(Seal)

**Syroco, Inc.
Secretary Certificate**

I, Peter L ctora, Secretary of Syroco, Inc., a Delaware corporation (the "Corporation"), do certify that the Agreement of Merger to which this Certificate is attached, after having been submitted to and duly approved by a resolution adopted by the affirmative vote of a majority of the members of the whole Board of Directors of the Corporation and signed by the President, the Secretary and the members of the Board of Directors of the Corporation was then submitted to the sole shareholder of the Corporation which approved the resolution by written consent.

In Witness Whereof, I, Peter L ctora, Secretary of Syroco, Inc., a Delaware corporation, acting for and on behalf of the Corporation, have hereunto subscribed my name and affixed the Corporation's seal this 21st day of July, 2005.

(Corporate Seal)



Peter L ctora
Secretary

**Vassallo Distribution Center, Inc.
Secretary Certificate**

I, Salvador V. Vassallo, Secretary of Vassallo Distribution Center, Inc., a Florida corporation (the "Corporation"), do certify that the Agreement of Merger to which this Certificate is attached, after having been submitted to and duly approved by a resolution adopted by the affirmative vote of a majority of the members of the whole Board of Directors of the Corporation and signed by the President, the Secretary and the members of the Board of Directors of the Corporation was then submitted to the sole shareholder of the Corporation which approved the resolution by written consent.

In Witness Whereof, I, Salvador V. Vassallo, Secretary of Vassallo Distribution Center, Inc., a Florida corporation, acting for and on behalf of the Corporation, have hereunto subscribed my name and affixed the Corporation's seal this 21st day of July, 2005.

(Corporate Seal)


Salvador V. Vassallo
Secretary