

SENT BY: RUDEN MCCLOSKEY

; 4-15-98 9:43AM ;

305 Department of State;# 1

**F94 000000338**

4/13/98

FLORIDA DIVISION OF CORPORATIONS  
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((H98000006960 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
CONTACT: SUSAN OSBORNE  
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: GLOBE-CHEM COMPANY, INC.

AUDIT NUMBER.....H98000006960

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

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*DC*  
*Merger*  
*04/15/98*

DIVISION OF CORPORATIONS

98 APR 15 AM 10:21

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ARTICLES OF MERGER

Merger Sheet  
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MERGING:

TRANS WORLD INTERNATIONAL, INC., a Florida corporation,  
P93000054692

GLOBE-CHEM INTERNATIONAL, INC., a Florida corporation,  
P93000063613

INTO

GLOBE-CHEM COMPANY, INC., a Delaware corporation, F94000000338

File date: April 15, 1998

Corporate Specialist: Darlene Connell

SENT BY:

; 4-13-98 ;12:40PM ;

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4/13/98

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521  
CONTACT: SUSAN OSBORNE  
PHONE: (954)761-2910 FAX #: (954)764-4996

NAME: GLOBE-CHEM COMPANY, INC.  
AUDIT NUMBER.....H98000006960  
DOC TYPE.....MERGER OR SHARE EXCHANGE  
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SENT BY: Ruden McClosky et al. ; 4-14-98 ; 2:02PM ;

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4/13/98

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{{{H98000006960 2}}}

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000  
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521  
CONTACT: SUSAN OSBORNE  
PHONE: (954) 761-2910 FAX #: (954) 764-4996

NAME: GLOBE-CHEM COMPANY, INC.  
AUDIT NUMBER.....H98000006960  
DOC TYPE.....MERGER OR SHARE EXCHANGE  
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 14, 1998

TRANS WORLD INTERNATIONAL, INC.  
\* JORGE F. CHAQUINGA  
10100 W. SAMPLE ROAD, SUITE 404  
CORAL SPRINGS, FL 3306508

SUBJECT: TRANS WORLD INTERNATIONAL, INC.  
REF: F93000054692

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please correct the fax audit number on page 1, at the bottom of the page, of the document.

Please add EXHIBIT A to the Agreement and Plan of Merger as stated in the Articles and Plan of Merger #1.

The date contained on page 1 of the Agreement and Plan of Merger, line 1, is incomplete.

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 (850) 487-6986.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000006960  
Letter Number: 998A00019773

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 14, 1998

TRANS WORLD INTERNATIONAL, INC.  
\* JORGE F. CHAQUINGA  
10100 W. SAMPLE ROAD, SUITE 404  
CORAL SPRINGS, FL 33065US

SUBJECT: TRANS WORLD INTERNATIONAL, INC.  
REF: P93000054692

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The document is illegible and not suitable for imaging.

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000006960  
Letter Number: 098A00019963

1998 APR 15 AM 9:30  
Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000006960

**ARTICLES AND PLAN OF MERGER**  
*of*  
**GLOBE-CHEM INTERNATIONAL, INC., a Florida corporation**  
*and*  
**TRANS WORLD INTERNATIONAL, INC., a Florida corporation**  
*into*  
**GLOBE-CHEM COMPANY, INC., a Delaware corporation**

The undersigned, Globe-Chem Company, Inc., a Delaware corporation (sometimes hereinafter referred to as the "Surviving Corporation"), Globe-Chem International, Inc., a Florida corporation, and Trans World International, Inc., a Florida corporation (sometimes hereinafter referred to individually, as the "Merging Corporations" and collectively, as the "Merging Corporations"), hereby execute the following Articles and Agreement and Plan of Merger pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporations Act:

1. The Agreement and Plan of Merger of the Merging Corporations into the Surviving Corporation is as set forth on the attached Exhibit A hereto.
2. The merger shall become effective on April 9, 1998.
3. The sole shareholder of the Surviving Corporation adopted the Agreement and Plan of Merger on April 4, 1998.

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FILED  
98 APR 15 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: Lance H. Baker, Esq., FL Bar #0628130  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
FTL:304403:1 (954) 764-6660

H98000006960

4. The shareholder of the Merging Corporations adopted the Agreement and Plan of Merger on April 9, 1998.

Globe-Chem Company, Inc.,  
a Delaware corporation  
corporation

By: 

Jorge F. Chaguinha, President

Globe-Chem International,  
Inc., a Florida

By: 

Jorge F. Chaguinha,  
President

Trans World International,  
Inc., a Florida corporation

By: 

Jorge F. Chaguinha,  
President

Dated as of April 9, 1998

Prepared by: Lance H. Baker, Esq., FL Bar #0628130  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
FTL 304403:1 (954) 764-6660

H98000006960



## EXHIBIT "A"

**AGREEMENT  
and  
PLAN OF MERGER**

AGREEMENT and PLAN OF MERGER (this "Merger Agreement") dated April 9, 1998 by and among GLOBE-CHEM, INC., a Delaware Corporation ("GCC"), GLOBE-CHEM INTERNATIONAL, INC., a Florida Corporation ("GCI"), and TRANS WORLD INTERNATIONAL, INC., a Florida Corporation ("TWI").

1. Merger. GCC hereby merges (the "Merger") with GCI and TWI (collectively, the "Merged Corporations"), and the Merged Corporations hereby merge with and into GCC, which shall be the surviving corporation in the Merger.

(a) Upon the consummation of the Merger, the separate existence of GCI and TWI shall cease and the common stock of GCC, the surviving corporation in the Merger, shall be owned 100% by Jorge F. Chaguinha, the sole stockholder of GCC. The manner and basis of giving effect to the foregoing shall be as follows:

(i) Each share of common stock of GCI and TWI that is issued and outstanding on the effective date of the Merger, and all rights in respect thereof, shall forthwith be canceled.

(ii) Each share of common stock of GCC that is issued and outstanding on the effective date of the Merger, and all rights in respect thereof, shall remain issued and outstanding.

2. Terms and Conditions. The terms and conditions of the Merger are as follows:

(a) The certificate of incorporation of GCC as it shall exist on the effective date of the Merger shall remain in full force and effect and shall be the certificate of incorporation of GCC until it is altered, amended or repealed.

(b) The by-laws of GCC as they exist on the effective date of the Merger shall be and remain the by-laws of GCC until they are altered, amended or repealed as provided therein or in the certificate of incorporation of GCC.

(c) The directors and officers of GCC shall continue in office until the next annual meeting of stockholders and directors, respectively, and until their successors shall have been duly elected and qualified.

(d) The Merger shall become effective on April 9, 1998. On or about such date GCC shall file with (i) the Secretary of State of Delaware a certificate of merger under Section 252 of the Delaware General Corporation Law (the "Certificate of Merger") and (ii) the Merged Corporations shall file with the Department of State of Florida articles of merger under Section 607.1105 of the Florida Business Corporation Law ("Articles of Merger").

(e) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporations shall be transferred to, vested in and devolve upon GCC without further act or deed and all property, rights, and every other interest of GCC and each of the Merged Corporations shall be as effectively the property of GCC as they were the property of GCC and each of the Merged Corporations, respectively. Each Merged Corporation hereby agrees from time to time, as and when requested by GCC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as GCC may deem necessary or desirable in order to vest in and confirm to the GCC title to and possession of any property of the respective Merged Corporation acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of GCC and the Merged Corporations are fully authorized in the name of the Merged Corporations or otherwise to take any and all such action.

(f) All rights of creditors and all liens upon the property of each of GCC and the Merged Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Corporations shall thenceforth attach to GCC and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Other Provisions.

(a) Notwithstanding shareholder authorization and at any time prior to the filing of the Certificate of Merger and/or Articles of Merger, if the board of directors of either Merged Corporation or GCC deems it inadvisable to consummate the Merger, the Merger shall not become effective.

(b) This Merger Agreement shall be construed in accordance with the laws of the State of Florida.

**[THIS SPACE INTENTIONALLY LEFT BLANK.]**

Prepared by: Lance H. Baker, Esq., FL Bar #0628130  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed as of the date first written above.

GCC:

GLOBE-CHEM COMPANY, INC.,  
a Delaware corporation

By:   
Jorge F. Chaguinha, President

GCI:

GLOBE-CHEM INTERNATIONAL, INC.,  
a Florida corporation

By:   
Jorge F. Chaguinha, President

TWI:

TRANS WORLD INTERNATIONAL, INC.,  
a Florida corporation

By:   
Jorge F. Chaguinha, President