

# G06725

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

C. COULLETTE SEP 03 1999

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
99 AUG 30 AM 11:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE REGISTRATION  
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

MERGING:

BRISTOL INVESTMENT GROUP HOLDINGS, INC., a Florida corporation,  
F98514

INTO

TRADELINK, INC., a Florida entity, G06725.

File date: September 3, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 31, 1999

LAZARUS

TALLAHASSEE, FL

SUBJECT: TRADELINK, INC.  
Ref. Number: G06725

We have received your document for TRADELINK, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

Where is the other \$35.00 needed to file this merger? we need another check.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 199A00043325

RECEIVED  
99 SEP -3 AM 11:33  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

FILED  
99 SEP -3 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

TRADELINK, INC. .  
(a Florida corporation)

AND

Bristol Investment Group Holdings, Inc.,  
(a Florida corporation )

Pursuant to the provisions of Section 607.1105 Florida Statutes these Article of Merger provide that:

1. Bristol Investments Group Holdings, Inc., a Florida corporation shall be merged with and into Tradelink Inc., a Florida corporation ("Tradelink") shall be the surviving corporation

2. The merger shall become effective as of the date when these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time")

3. The Agreement and Plan of Merger dated August 27, 1999, pursuant to which Bristol Investment Group Holdings, Inc., shall be merged with and into Tradelink Inc., (the "Merger"), was unanimously adopted by the shareholders of Bristol Investment Group Holdings, Inc., by resolutions adopted on August 27th, 1999 and by the shareholders of Tradelink, Inc. by resolutions adopted on August 27th, 1999

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Tradelink, Inc. and Bristol Investments Group Holdings, Inc by their authorized officers as of August \_\_, 1999.

TRADELINK, INC.,  
a Florida Corporation

By: 

Jorge Garrido, President

Bristol Investment Group Holdings, Inc.,  
a Florida corporation

By: [Signature]  
Jorge Garrido, President

ACKNOWLEDGMENT

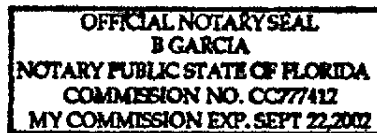
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 1999, by , as President of Bristol Investments Group Holding, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL Drivers License as identification and did take an oath.

[Signature]

NOTARY PUBLIC:, State of Florida



(Seal)

My Commission Expires:

ACKNOWLEDGMENT

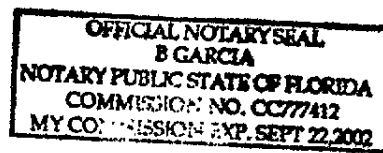
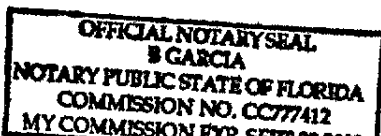
STATE OF

COUNTY OF

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August, 1999, by Jorge Garrido as President, TRADELINK INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL Drivers License as identification and did take an oath.

[Signature]

NOTARY PUBLIC:, State of Florida



**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**TRADELINK, INC.**  
**(a Florida corporation)**

**AND**

**BRISTOL INVESTMENT GROUP HOLDINGS, INC.,**  
**(a Florida corporation )**

Agreement and Plan of Merger dated August \_\_, 1999 pursuant to the General Corporation Law of Florida, between TRADELINK, INC., a Florida corporation, and BRISTOL INVESTMENT GROUP HOLDINGS, INC, a Florida corporation.

**AGREEMENT**

In consideration of the mutual covenants set forth in the agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and General Florida Corporate Law, at the Effective Time (defined below), Bristol Investment Group Holdings, Inc., shall be merged with and into Tradelink Inc., (the "Merger"), the separate and corporate existence of Bristol Investment Group Holdings, Inc shall cease and Tradelink, Inc., (the "Surviving Corporation") shall continue its existence pursuant to the laws of Florida under its present name. Tradelink, Inc., and Bristol Investment Group Holdings, Inc., are collectively referred to as the constituent corporations (the "Constituent Corporations") desire to merge into a single corporation and

2. The Merger shall be effective as of the date the articles of Merger are filed with the State of Florida ( the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights privileges , immunities, powers, franchises, and authority, of a public as well as private nature of each if the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed and the Surviving Corporation shall be liable for all the obligations of each of the Constituent Corporations

existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger without and with any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the capital stock of Bristol Investment Group Holdings, Inc., shall be canceled without payment if any consideration and without any conversion and;

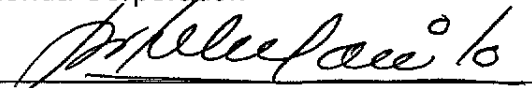
(b) each issued and outstanding share of capital stock of Tradelink Inc., shall remain issued and outstanding.

6. The articles of incorporation of Tradelink, Inc., in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.


7. This document may be executed in on or more counterparts, a complete of which shall constitute one original.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the Chief Executive Officer of each party hereto as the respective act, deed and agreement of each of said corporations, on this \_\_\_\_ day of August, 1999.

TRADELINK, INC.,  
a Florida Corporation

By:   
Jorge Garrido, President

Bristol Investment Group Holdings, Inc.,  
a Florida corporation

By:   
Jorge Garrido, President