



G21733

ACCOUNT NO. : 072100000032

REFERENCE : 941022 4303593

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ ~~43.75~~ 78.75

ORDER DATE : December 21, 2000

ORDER TIME : 10:18 AM

ORDER NO. : 941022-005

CUSTOMER NO: 4303593

CUSTOMER: Ms. Lee Anderson  
Levett Rockwood P.C.  
33 Riverside Avenue

Westport, CT 06880

Merger

EFFECTIVE DATE  
12/31/00

100003511691--1

ARTICLES OF MERGER

CARRERA Y CARRERA, INC.

INTO

CARRERA Y CARRERA, INC.

FILED  
00 DEC 22 PM 12:59  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: DR

82-11-17 22 DEC 2000

RECEIVED  
FBI - TALLAHASSEE  
DEC 22 2000

12/22/00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CARRERA Y CARRERA, INC., a Florida corporation G21733

INTO

**CARRERA Y CARRERA, INC..** a Connecticut corporation not qualified in  
Florida

File date: December 22, 2000, effective December 31, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

EFFECTIVE DATE  
12/31/00

**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>
Carrera y Carrera, Inc.	Connecticut

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

<u>Name</u>	<u>Jurisdiction</u>
Carrera y Carrera, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

FILED  
00 DEC 22 PM 12:59  
STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

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

**OR** 12 / 31 / 2000 (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 November 20, 2000.

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 December 18, 2000.

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**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Carrera y Carrera, Inc.  
(a Connecticut corporation)

Roberto Cristobal, President

Carrera y Carrera, Inc.  
(a Florida corporation)

Roberto Cristobal, President

## PLAN OF MERGER

PLAN OF MERGER (the "Plan"), dated as of November 20, 2000, by and between CARRERA Y CARRERA, INC., a Florida corporation ("OLDCO") and CARRERA Y CARRERA, INC., a Connecticut corporation ("NEWCO").

The Boards of Directors of NEWCO and of OLDCO deem it advisable and in the best interest of both NEWCO and OLDCO that OLDCO merge with and into NEWCO upon the terms and subject to the conditions set forth in this Plan.

1. The Merger. On the Effective Date (as hereinafter defined), OLDCO shall be merged with and into NEWCO (the "Merger"), in accordance with the provisions of this Plan and the applicable provisions of the Florida Business Corporation Law and the Connecticut Business Corporation Act (the "Laws") and the separate existence of OLDCO shall cease; and NEWCO, as the surviving corporation in the Merger, shall continue its corporate existence under the laws of the State of Connecticut in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code. NEWCO is hereinafter sometimes referred to as the "Surviving Corporation." The name of the Surviving Corporation shall continue to be "Carrera y Carrera, Inc."

2. Effective Time and Date of the Merger. The Merger shall become effective at the close of business on December 31, 2000 (the "Effective Date").

3. Effect of the Merger. On the Effective Date, the effect of the Merger shall be as provided in the applicable provisions of the Laws. Without limiting the generality of the foregoing, upon the Merger becoming effective as hereinafter provided, the separate existence of OLDCO shall cease and OLDCO shall be merged into the Corporation possessing all the rights, privileges, powers and franchises as well of a public as of a private nature and being subject to all the restrictions, disabilities and duties of OLDCO so merged; and all and singular, the rights, privileges, powers and franchises of OLDCO, and all property, real, personal and mixed, and all debts due to OLDCO on whatever account, as well for stock subscriptions as all other things in action or belonging to OLDCO shall be vested in the Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Corporation as they were of OLDCO, and the title to any real estate vested by deed or otherwise in OLDCO shall not revert or be in any way impaired for any reason; but all rights of creditors and all liens upon any property of OLDCO shall be preserved unimpaired, and all debts, liabilities and duties of OLDCO shall thenceforth attach to the Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4. Status and Conversion of Shares. On the Effective Date, and without any action on the part of OLDCO or NEWCO:

(a) Each share of issued and outstanding common stock of OLDCO issued and

outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the Stockholders, be converted into one tenth (1/10) of a fully paid common share of NEWCO. Such OLDSCO shares may be exchanged by the holders thereof for certificates representing the appropriate number of shares of common stock of NEWCO at any time after the Effective Date; and

(b) Each share of issued and outstanding common stock of NEWCO shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of the Corporation.

5. Certificate of Incorporation and By-Laws.

(a) The Certificate of Incorporation of NEWCO, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation until hereafter amended as provided by law.

(b) The By-Laws of NEWCO, as in effect immediately prior to the Effective Date, shall be and continue to be the By-Laws of the Surviving Corporation until hereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation and such By-Laws.

(c) The directors and officers of NEWCO immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation. Each director and officer of the Surviving Corporation will hold office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.

6. Termination or Amendment. At any time prior to the Merger, the Plan may be abandoned, amended, modified or otherwise revised as permitted by the applicable provisions of the Laws.