

SMEJDA & McFARLAND, LLP
ATTORNEYS AND COUNSELORS AT LAW

G98875

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL, 32314

December 18, 2000

RE: Merger of Inter Contax, Inc., a Florida corporation
with Inter Contax Corporation, a Nevada corporation

200003513322--0
-12/26/00--01100--015
*****70.00 *****70.00

200003513322--0
-12/26/00--01100--016
*****17.50 *****17.50

Dear Sir/Madam:

We now enclose the following regarding the above noted filing:

1. Articles of Merger;
2. Plan of Merger;
3. check in the amount of \$70.00 (representing \$35.00 filing fee for each party);
4. check in the amount of \$17.50 (representing \$8.75 each for certified copies).

We would kindly ask that you file our enclosed documents and provide thereafter with a Certificate of Merger to prove completion of same.

Thank you for your assistance.

Yours very truly,

SMEJDA & MCFARLAND, LLP.


Dennis J. O'Connor

FILED
01 FEB -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN FEB - 5 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 8, 2001

DENNIS J. O'CONNOR
SMEJDA & MCFARLAND, LLP
100 S.E. 2ND STREET, #2315-B
MIAMI, FL 33131

SUBJECT: INTER CONTAX, INC.
Ref. Number: G98875

We have received your document for INTER CONTAX, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 201A00000836

RECEIVED
01 FEB -2 PM 1:46
DIVISION OF CORPORATIONS

SMEJDA & MCFARLAND, LLP
ATTORNEYS AND COUNSELORS AT LAW

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

January 30, 2001

Re: Corporate Merger
Ref. No. G98875

Dear Sirs:

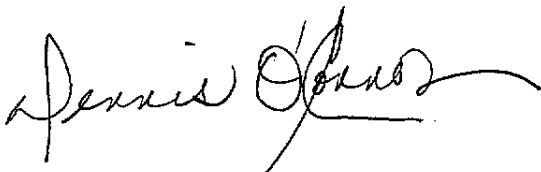
We acknowledge receipt of your letter dated January 8, 2001, a copy of which is enclosed as per your instructions, and thank you for same.

We also enclose the revised Articles of Merger and Plan of Merger regarding the merger of Inter Contax, Inc., a Florida corporation, into Inter Contax Corporation, a Nevada Corporation, which documents have been prepared in accordance with section 607.1107, Florida Statutes as clarified by you.

We also confirm that you are in possession of our funds, previously paid, to cover all filing costs. We look forward to receipt of your confirmation that the merger has become effective.

Yours very truly,

SMEJDA & MCFARLAND, LLP.



Dennis J. O'Connor

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTER CONTAX, INC., a Florida entity, G98875

INTO

INTER CONTAX CORPORATION. corporation not qualified in Florida

File date: February 2, 2000

Corporate Specialist: Teresa Brown

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 are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Inter Contax Corporation</u>	<u>Nevada</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Inter Contax, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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 / / (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 December 29, 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 27, 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)

FILED
01 FEB -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Inter Contax, Inc.

J. Bowden

J. Bowden, President

Inter Contax Corporation

~~SECRET~~

G. Perez, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation are:

Jurisdiction

Nevada

Jurisdiction

Florida

(Attach additional sheets if necessary)

Fourth: re Conversion of Shares

- (a) For each 1 share valued at one dollar (\$1) par value per common voting and non-voting and preferred stock of the merging corporation issued and outstanding on the effective date of the merger shall be converted into 1 share valued at one dollar (\$1) par value common voting and non-voting stock of the surviving corporation, which shares of stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the stock of the merging corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the stock on the effective date of the merger.
- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of stock in the merging corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.
- (c) Holders of certificates of common stock of the merging corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for shares in the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The articles of incorporation of the surviving corporation shall be the articles of incorporation filed with the Nevada Secretary of State.

(a) Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

(b) Directors and Officers. The directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

(a) Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the merging and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.