

517490

Andrew Cuevas
Jonathan R. Rubin

Law Offices
Cuevas & Rubin, P.A.
9200 South Dadeland Blvd
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Telephone (305) 670-1144
Telephone (954) 966-0960
Fax (305) 670-0407
E-Mail - cr@cuevas-rubin.com

Susana Rice Roque
Robert J. Ortiz

July 28, 2000

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

800003341368--5
-08/01/00--01010--013
*****79.75 *****79.75

RE: Articles of Merger
SELF-SERVICE AMUSEMENT CORP.

Dear Sir or Madam:

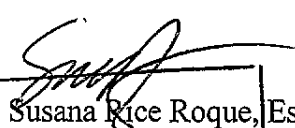
Enclosed herein, please find for filing the Articles of Merger, Plan of Merger, and restated Articles of Incorporation for the surviving company, Self-Service Amusement Corp.

I have also enclosed a check in the amount of \$79.75, which includes payment for the filing fee and a certified copy. Please mail the certified copy to the address on our letterhead.

Should you require any additional information or documentation, please do not hesitate to contact me at (305) 670-1144. Until then, I remain,

Sincerely yours,

FILED
00 SEP 29 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Name Susana Rice Roque, Esq.
Availability
encl.

Document	
Examiner	
Updater	CC
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	CC

merging it into Florida corporation.

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Susana Rice Roque
Robert J. Ortiz

September 21, 2000

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

RE: Articles of Merger
SELF-SERVICE AMUSEMENT CORP.


Dear Ms Cushing:

Thank you for providing me the appropriate forms for filing a merger involving a corporation and limited liability company. Enclosed herein, please find the Articles of Merger, Plan of Merger, Signature Page (attached as Exhibit "A"), and restated Articles of Incorporation for the surviving company, Self-Service Amusement Corp. (attached as Exhibit "A-2").

I had previously enclosed a check in the amount of \$79.75. I wish to file the Articles of Merger for the corporation and limited liability company, with the surviving entity being the corporation. I would also request that you provide me a certified copy of same. Because I have overpaid by \$11.00, I request that the State remit this balance, payable to our law firm. Please mail the certified copy to the address on our letterhead.

Should you require any additional information or documentation, please do not hesitate to contact me at (305) 670-1144. Until then, I remain,

Sincerely yours,


Susana Rice Roque, Esq.
encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 2000

SUSANA RICE ROQUE, ESQ.
CUEVAS & RUBIN, P.A.
9200 SOUTH DADELAND BLVD., SUITE 603
MIAMI, FL 33156

SUBJECT: SELF-SERVICE AMUSEMENT CORP.
Ref. Number: J17490

We have received your document for SELF-SERVICE AMUSEMENT CORP. and your check(s) totaling \$79.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have completed the wrong merger application. You need to complete the cross entity merger form. The form you completed is for a corporation merging into a corporation.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 400A00042358

ARTICLES OF MERGER
Merger Sheet

MERGING:

CHEMSOL FLORIDA, L.C., A FLORIDA LIMITED LIABILITY COMPANY,
L98000003241

,

INTO

SELF-SERVICE AMUSEMENT CORP., a Florida entity, J17490

File date: September 29, 2000

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. CHEMSOL FLORIDA, L.C. 9200 S. Dadeland Blvd., 603 Miami, FL 33156	FLORIDA	L.C.
Florida Document/Registration Number: L98000003241		FEI Number: 650882168
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Jurisdiction

Entity Type

SELF-SERVICE AMUSEMENT CORP.
514 N. Dixie
Hollywood, FL 33020

FL

CORPORATION

Florida Document/Registration Number: J17490

FEI Number: 59-2812182

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) _____

Typed or Printed Name of Individual

see attachment as Exhibit "A"

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

CHEMSOL FLORIDA, L.C.

FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

SELF-SERVICE AMUSEMENT CORP.

FLORIDA

THIRD: The terms and conditions of the merger are as follows:

THE SURVIVING CORPORATION SHALL CONTINUE TO OPERATE &
BE MANAGED AS IT WAS IMMEDIATELY PRIOR TO THE
MERGER. GETULIO SUAREZ SHALL BE THE CORP. PRESIDENT -

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All shares of capital stock of CHEMSON FLORIDA, L.C. (OR INTEREST) shall be acquired as Treasury shares of Chemson Florida, L.C. at par value. All shareholders of the surviving corporation (self-service amusement corp.) whose shares were outstanding immediately prior to the effective date of the merger shall hold the same number of shares with individual rights, & limitations immediately after the merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

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00 SEP 29 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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00 SEP 29 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: Other provisions, if any, relating to the merger:

please find the restated Articles, attached as
Exhibit A-2

(Attach additional sheet(s) if necessary)

SIGNATURE PAGE

SIGNATURES FOR EACH CORPORATION AND ENTITY

[illegible]

FILED
00 SEP 29 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SELF-SERVICE AMUSEMENT CORP.

FILED
00 SEP 29 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is SELF-SERVICE AMUSEMENT CORP..

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas & Rubin, P.A., 536 Biltmore Way, Coral Gables, Florida 33134; Phone (305) 670-1144, Fax (305) 670-0407

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 514-N. Dixie, Hollywood, Florida 33020. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is Andrew Cuevas, Esq., whose address is located at 536 Biltmore Way, Coral Gables, Florida 33134.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas & Rubin, P.A., 536 Biltmore Way, Coral Gables, Florida 33134; Phone (305) 670-1144, Fax (305) 670-0407

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Director and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Director/President/Vice-President/Treasurer/Secretary
Getulio Suarez
514 N. Dixie
Hollywood, FL 33020

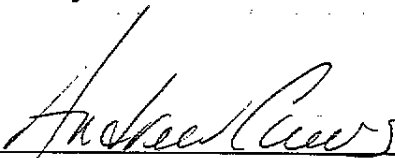
ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is
Andrew Cuevas, Cuevas & Rubin, P.A., 536 Biltmore Way, Coral Gables, Florida 33134.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of SELF-SERVICE AMUSEMENT CORP.


CORPORATE SUBSCRIBER

State of Florida)
)ss
County of Dade)

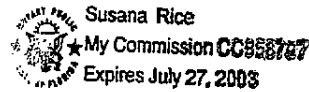
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared Andrew Cuevas,

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas & Rubin, P.A., 536 Biltmore Way, Coral Gables, Florida 33134; Phone (305) 670-1144, Fax (305) 670-0407

Esq., the person described as Subscriber in and who executed the foregoing Articles of Incorporation for SELF-SERVICE AMUSEMENT CORP. to those Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this July 27, 2000.

(SEAL) 
(signature) NOTARY PUBLIC, State of Florida



Commission Number: _____

(Name of Notary typed, printed or stamped)

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

SELF-SERVICE AMUSEMENT CORP., a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 514 N. Dixie, Hollywood, FL 33020, has named Andrew Cuevas, Esq. as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

Director/President/Vice-President/Treasurer/Secretary
Getulio Suarez
514 N. Dixie
Hollywood, FL 33020

ACCEPTANCE:

I agree as Resident Agent of SELF-SERVICE AMUSEMENT CORP. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

Andrew Cuevas, Esq.
CUEVAS & RUBIN, P.A.
536 BILTMORE WAY
CORAL GABLES, FL 33134

BY: 