



K66803

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP** 12/22/98 11:00 AM ☺

☒ **CERTIFIED COPY** 2 quantity

☒ **REUS** gs (Surviving corp) (1 quantity)

**PHOTO COPY**

☒ **FILING** Merger

1.) Wellington Place Ltd into Gajo Investments, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

FILED  
98 DEC 22 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/22/98--01041--014  
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-12/22/98--01041--015  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

Merger

12-22-98

CC

**SPECIAL INSTRUCTIONS**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WELLINGTON PLACE, LTD., a British Virgin Islands corporation, not qualified in  
Florida

INTO

**GAJO INVESTMENTS, INC.**, a Florida corporation, K66803

File date: December 22, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
of  
**GAJO INVESTMENTS, INC.**  
(a Florida corporation)  
and  
**WELLINGTON PLACE, LTD.**  
(a British Virgin Islands corporation)

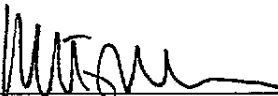
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.


1. The name and jurisdiction of the surviving corporation are:  
  
**Name:** Gajo Investments, Inc.                      **Jurisdiction:** Florida
2. The name and jurisdiction of each merging corporation are:  
  
**Name:** Wellington Place, Ltd.                      **Jurisdiction:** British Virgin Islands
3. Attached hereto and made a part hereof as **Exhibit "A"** is the Agreement and Plan of Merger.
4. The Agreement and Plan of Merger was approved on December 16, 1998 by the sole stockholder and sole Director of Gajo Investments, Inc., a Florida corporation, incorporated on February 17, 1989 ("Gajo"), in accordance with the requirements of Chapter 607 of the Florida Statutes.
5. The Agreement and Plan of Merger was approved on December 16, 1998 by the sole stockholder and sole Director of Wellington Place, Ltd., a British Virgin Islands corporation, incorporated on December 15, 1997 ("Wellington"), in accordance with the applicable laws of the British Virgin Islands.
6. Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of stock of Wellington will be acquired by means of a merger of Wellington into Gajo, with Gajo being the surviving corporation.
7. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of December 17, 1998.

**GAJO INVESTMENTS, INC.,**  
a Florida corporation

By:   
Jaime Gilinski, President

**WELLINGTON PLACE, LTD.,**  
a British Virgin Islands corporation

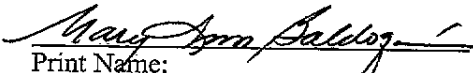
By:   
Lawrence N. Rosen, President

[Acknowledgment on Next Page]

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

} SS

This foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1998, by Jaime Gilinski, as President of Gajo Investments, Inc., a Florida corporation. He is [ ☒ ] personally known to me or produced [ ☐ ] Florida driver's license or [ ☐ ] other identification.



Print Name:

NOTARY PUBLIC, State of Florida

Serial No:

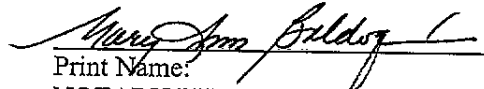
My Commission Expires:

OFFICIAL NOTARY SEAL  
MARY ANN BALDOQUIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC542670  
MY COMMISSION EXP. MAR. 25, 2000

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

} SS

This foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1998, by Lawrence N. Rosen, as President of Wellington Place, Ltd., a British Virgin Islands corporation. He is [ ☒ ] personally known to me or produced [ ☐ ] Florida driver's license or [ ☐ ] other identification.



Print Name:

NOTARY PUBLIC, State of Florida

Serial No:

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARY ANN BALDOQUIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC542670  
MY COMMISSION EXP. MAR. 25, 2000

## **AGREEMENT AND PLAN OF MERGER**

between

**GAJO INVESTMENTS, INC.**  
(a Florida corporation)

and

**WELLINGTON PLACE, LTD.**  
(a British Virgin Islands corporation)

**THIS AGREEMENT AND PLAN OF MERGER** ("Agreement") is dated as of this 17<sup>th</sup> day of December, 1998 between Gajo Investments, Inc., ("Gajo"), a Florida corporation, and Wellington Place, Ltd. ("Wellington"), a British Virgin Islands corporation.

### **RECITALS**

A. The Stockholders of Gajo and Wellington each deem it in their best interests for Wellington to merge into and with Gajo.

B. The authorized, issued and outstanding common stock of Wellington is as follows: 50,000 shares (\$1.00 Par Value) authorized, issued and outstanding, with one vote per share ("Wellington Common Stock"). There are no other classes or series of stock authorized to be issued by Wellington and no share of Wellington Common Stock is entitled to any preference, right or power different from any other share of Wellington Common Stock or is subject to any qualification, limitation and restriction.

C. The authorized, issued and outstanding common stock of Gajo is as follows: 10,000 shares (\$1.00 Par Value) authorized, issued and outstanding, with one vote per share ("Gajo Common Stock"). There are no other classes or series of stock authorized to be issued by Gajo and no share of Gajo Common Stock is entitled to any preference, right or power different from any other share of Gajo Common Stock or is subject to any qualification, limitation and restriction.

### **AGREEMENT**

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

1. The foregoing recitals are true, correct and complete and incorporated herein by this reference.

2. In accordance with the provisions of this Agreement, the Florida Business Corporation Act, and the British Virgin Islands International Business Companies Company Act, at the Effective Time, Wellington shall be merged (the "Merger") with and into Gajo (the "Surviving Corporation"), the separate and corporate existence of Wellington shall cease, and the existence of Gajo shall continue unaffected by the Merger under the laws of Florida under its present name. (Gajo and Wellington are collectively referred to as the "Constituent Corporations").

3. The Merger shall become effective on the day that the Articles of Merger are filed with the Secretary of State of Florida and the Articles of Merger has been filed with the Governor of the British Virgin Islands (the "Effective Time").

4. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public, as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

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

(a) Each issued and outstanding share of the capital stock of Wellington shall be cancelled in consideration of the payment sum of Ten (\$10.00) Dollars and without any conversion; and

(b) Each issued and outstanding share of capital stock of Gajo shall remain issued and outstanding.

6. The Articles of Incorporation and By-Laws of Gajo in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation and By-Laws of the Surviving Corporation.

7. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which shall constitute one and the same agreement.

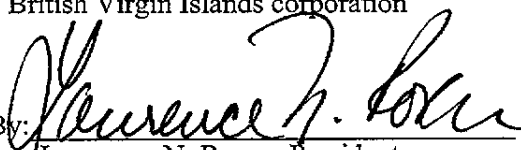
8. Facsimile copies of this Agreement, signed in counterpart, shall be considered for all purposes, including delivery, as originals.

**IN WITNESS WHEREOF**, the parties hereto have duly executed this Agreement as of the day and year first above written.

GAJO INVESTMENTS, INC.,  
a Florida corporation

By:   
Jaime Gilinski, President


WELLINGTON PLACE, LTD.,  
a British Virgin Islands corporation

By:   
Lawrence N. Rosen, President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

}SS

This foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1998, by Jaime Gilinski, as President of Gajo Investments, Inc., a Florida corporation, who is ☒ personally known to me or produced ☐ Florida driver's license or ☐ other identification.

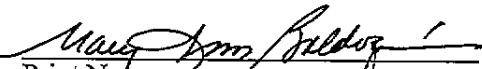
  
Print Name:  
NOTARY PUBLIC, State of Florida  
Serial No:  
My Commission Expires:

STATE OF FLORIDA  
COUNTY MIAMI-DADE

}SS

OFFICIAL NOTARY SEAL  
MARY ANN BALDOQUIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC542670  
MY COMMISSION EXP. MAR. 25, 2000

This foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1998, by Lawrence N. Rosen, as President of Wellington Place, Ltd., a British Virgin Islands corporation, who is ☒ personally known to me or produced ☐ Florida driver's license or ☐ other identification.

  
Print Name:  
NOTARY PUBLIC, State of Florida  
Serial No:  
My Commission Expires:

OFFICIAL NOTARY SEAL  
MARY ANN BALDOQUIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC542670  
MY COMMISSION EXP. MAR. 25, 2000