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Ed Tribble
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(Address)

Tallahassee, FL 32302-3144

(City, State, Zip)

(Phone #)

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*****95.00 *****95.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INTERMARKETING EXPRESS USA LLC (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

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00-3236

Name	OK 4-14
Availability	
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Exemption	
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Acknowledgment	
W. P. Verifier	

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 13, 2000

ED TRIBBLE
FL INFORMATION ASSOC.

SUBJECT: INTERMARKETING EXPRESS USA LLC
Ref. Number: L00000003236

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TALLAHASSEE, FLORIDA

We have received your document for INTERMARKETING EXPRESS USA LLC and your check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 400A00020371

ARTICLES OF MERGER
OF
INTERMARKETING EXPRESS USA LLC
AND
INTERMARKETING EXPRESS, INC.

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TALLAHASSEE, FLORIDA

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PURSUANT TO the provisions of Section 607.1109 and Section 608.4382 of the Florida Statutes, the undersigned hereby certify that:

FIRST: That an Agreement of Merger has been entered into as of the 1st day of April, 2000, by and among **INTERMARKETING EXPRESS, INC.** and **INTERMARKETING EXPRESS USA LLC** ("Agreement of Merger").

SECOND: That the name and state of each of the constituent corporations is **INTERMARKETING EXPRESS USA LLC** a Florida limited liability company, and **INTERMARKETING EXPRESS, INC.**, a Florida corporation. The Agreement of Merger provides for the merger of **INTERMARKETING EXPRESS, INC.** into **INTERMARKETING EXPRESS USA LLC**.

THIRD: That the name of the surviving corporation is **INTERMARKETING EXPRESS USA LLC**.

FOURTH: That the Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws of the State of Florida. The Agreement of Merger was approved by the Board of Directors and Shareholders of **INTERMARKETING EXPRESS, INC.** on this 1st day of April, 2000 and by the Manager

and Members of **INTERMARKETING EXPRESS USA LLC** on this 1st day of April, 2000.

FIFTH: After the effective date of the merger, the Articles of Organization of the surviving entity shall be identical to the surviving entity's Articles of Organization prior to the merger.

SIXTH: That the Agreement of Merger is on file at the principal place of business of **INTERMARKETING EXPRESS USA LLC**, the surviving entity, the address of which is 26 Mary Street, Suite 601-603, Coconut Grove, Florida 33133.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder or member of any corporation made a party thereto.

EIGHTH: The authorized capital stock of **INTERMARKETING EXPRESS, INC.** is fifty (50) common shares, at \$10.00 par value. Each ownership interest in **INTERMARKETING EXPRESS USA LLC** ("Unit") represents a capital contribution of \$10.00. Each share of common stock of **INTERMARKETING EXPRESS, INC.** issued and outstanding immediately prior to the effective date of the merger, by reason of the Merger, shall be converted into and become one Unit of **INTERMARKETING EXPRESS USA LLC**, the surviving entity, upon the effective date of the merger, and each certificate representing outstanding shares of the common stock of **INTERMARKETING EXPRESS, INC.** immediately prior to the effective date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of the same number of fully paid and nonassessable Units of the surviving corporation.

NINTH: That the merger of **INTERMARKETING EXPRESS, INC.** into **INTERMARKETING EXPRESS USA LLC** shall become effective on the Effective Date as that term is defined Article I, Section 1 of the Agreement of Merger.

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IN WITNESS WHEREOF, the constituent entities have caused these Articles of Merger to be executed and attested to by its duly authorized officers on this 1 day of APRIL, 2000.

INTERMARKETING EXPRESS USA LLC

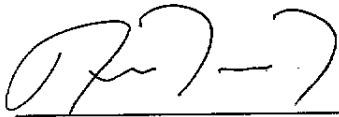
By:



Carlos Mauricio Navarro, Manager

INTERMARKETING EXPRESS, INC.

By:



Carlos Mauricio Navarro, President

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AGREEMENT OF MERGER

BETWEEN

INTERMARKETING EXPRESS USA LLC

AND

INTERMARKETING EXPRESS, INC.

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THIS AGREEMENT OF MERGER ("Agreement") is entered into this 1st day of April, 2000 between **INTERMARKETING EXPRESS USA LLC**, a Florida limited liability company ("LLC") and **INTERMARKETING EXPRESS, INC.**, a Florida corporation ("Inc.").

WITNESSETH

WHEREAS, the Board of Directors of Inc. and the Manager of LLC deem it desirable and in the best business interests of Inc. and its stockholders and LLC and its members that Inc. be merged into LLC upon the terms and subject to the conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained the parties hereto agree as follows:

ARTICLE I

Merger

Section 1. Surviving Entity. At the Effective Date, as defined in Section 2, Inc. shall be merged into LLC, forming one corporate entity, which shall be referred to herein as the "Surviving Entity".

Section 2. Effective Date. Subject to the terms of this Agreement, the Merger shall become effective on ~~April 1, 2000 ("Effective Date")~~ upon filing with the office of Secretary of State. Articles of Merger shall be filed with the State of Florida and in substantially the form of Exhibit "A" attached hereto (or such other form reasonably satisfactory to the parties hereto) - the "Articles of Merger" and consistent with this Agreement.

Section 3. Further Assurance. If, at any time after the Effective Date, either party shall decide that any further assignments, assumptions or other instruments are necessary or desirable to vest, perfect or confirm of record or otherwise, in either party the title to any property or right acquired or to be acquired by reason or as a result of the Merger, the Manager of the Surviving Entity or, as the case may be directors of Inc. shall execute and deliver all deeds, assignments and other instruments and do all things reasonably necessary to properly vest, perfect and confirm title to such property or rights and otherwise to carry out the terms and conditions of this Agreement.

Section 4. Regulations. The Regulations of LLC in effect immediately prior to the Effective Date shall be and, until amended as provided therein, continue to be the Regulations of the Surviving Entity after the Effective Date.

Section 5. Articles of Organization of LLC. The Articles of Organization of LLC, as amended and in effect immediately prior to the Effective Date shall be and, until further amended as provided by law, continue to be the Articles of Organization of the Surviving Entity.

Section 6. Manager. The Manager of LLC immediately prior to the Effective Date shall constitute the manager of the Surviving Entity after the Effective Date until his or her successor shall have been elected and qualified as provided in the Regulations of the Surviving Entity and in this Agreement.

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ARTICLE 2

Cancellation of Shares at the Effective Date

Each share of common stock of Inc. issued and outstanding immediately prior to the Effective Date, by reason of the Merger, shall be cancelled on the Effective Date.

ARTICLE 3

Effect of Merger

Section 1. Upon the Effective Date:

a) Inc. and LLC shall become a single entity of which LLC shall be the Surviving Entity and continue its existence under the laws of the State of Florida. The name of the Surviving Entity shall be INTERMARKETING EXPRESS USA LLC.

(b) The separate existence of Inc. shall cease, and the Surviving Entity shall possess all the rights, privileges, immunities and franchises of Inc. On the Closing Date, all property, real, personal and mixed, debts and all other choses in action and all and every other interest of or belonging to or due to Inc. shall be transferred to the Surviving Entity. The title to any real estate, or any interest therein, vested in Inc. shall not revert or be in any way impaired by reason of the Merger. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of Inc. The Merger shall impair neither the rights of creditors nor any liens upon the property of Inc.

Section 2. Manner and Basis of Converting Interests. The authorized capital stock of Inc. is fifty (50) common shares, at \$10.00 par value. Each ownership interest in LLC ("Unit") represents a capital contribution of \$10.00. Each share of common stock of Inc. issued and outstanding immediately prior to the Effective Date of the Merger, by reason of the Merger, shall be converted into and become one Unit of LLC, the Surviving Entity, upon the effective date of the

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Merger, and each certificate representing outstanding shares of the common stock of Inc. immediately prior to the effective date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of the same number of fully paid and nonassessable Units of the Surviving Entity.

ARTICLE 4

Representations and Warranties of INTERMARKETING EXPRESS, INC.

Inc. represents and warrants to LLC as follows:

Due Incorporation, Etc. Inc. is a duly organized and validly existing corporation in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to LLC.

ARTICLE 5

Representations and Warranties of INTERMARKETING EXPRESS USA LLC

LLC represents and warrants to Inc. as follows:

Due Incorporation, Etc. LLC is a duly organized and validly existing limited liability company in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to Inc.

ARTICLE 6

Successors and Assigns

All terms, covenants, representations, warranties and conditions of this Agreement shall be binding upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors and assigns.

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ARTICLE 7

Manager

Pursuant to Section 608.438(3)(e) of the Florida Statutes, the name and business address of the Manager of INTERMARKETING EXPRESS USA LLC is as follows:

Carlos Mauricio Navarro
3326 Mary Street, Suite 601-603
Coconut Grove, FL 33133

ARTICLE 8

General Provisions

Section 1. Place of Closing, Closing Date. The closing shall take place at the offices of Richards, P.A., 2665 South Bayshore Drive, Suite 703, Miami, Florida, 33133 on or before the tenth (10th) day following the Effective Date or at such other place, and at such time, as the parties may mutually agree ("Closing Date").

Section 2. Entire Understanding. This Agreement constitutes the entire agreement and supersedes all prior agreements, both written and oral, between the parties hereto with respect to the subject matter hereof.

Section 3. Waivers. The failure of any party at any time or times to require performance of any provision hereof shall in no manner affect its right at a later time to enforce the same. No waiver by any party of any condition of any breach of any term, covenant, representation or warranty contained in this Agreement shall be effective unless in writing, and no waiver in any one or more instances shall be deemed to be a further continuing waiver of any such condition or breach in other instances or a waiver of any other condition or breach of any other term, covenant, representation or warranty.

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Section 4. Termination. At any time prior to the filing of the Articles of Merger with Inc. and LLC, either party may terminate this Agreement hereto.

Section 5. Counterparts. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Section 6. Heading. The headings preceding the text of sections of this Agreement are for convenience only and shall not be deemed part of this Agreement.

Section 7. Applicable Law. This Agreement shall be governed, construed and enforced in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, the parties have hereto set their hands and seals as of the date first above written.

INTERMARKETING EXPRESS USA LLC

By: 
Carlos Mauricio Navarro, Manager

INTERMARKETING EXPRESS, INC.

By: 
Carlos Mauricio Navarro, President

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERMARKETING EXPRESS, INC. a Florida entity, P99000047785

INTO

INTERMARKETING EXPRESS USA LLC, a Florida entity, L00000003236

File date: April 14, 2000

Corporate Specialist: Tammi Cline