

L000000015223

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

NEWCO INTERNATIONAL, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NEWCO INTERNATIONAL, INC. A FLORIDA ENTITY V13911

into

**NEWCO INTERNATIONAL, L.L.C.**, a Florida entity L00000015223

File date: December 22, 2000.

Corporate Specialist: Agnes Lunt



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 21, 2000

NEWCO INTERNATIONAL, L.L.C.  
6194 NORTH FEDERAL HIGHWAY  
BOCA RATON, FL 33487

SUBJECT: NEWCO INTERNATIONAL, L.L.C.  
REF: L00000015223

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

If the limited liability company is to be managed by one of more managers, the document must contain a statement that the company is a manager-managed company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES  
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 19<sup>th</sup> day of December, 2000, by and between the following entities (hereinafter collectively referred to as the "Constituent Entities"):

NEWCO INTERNATIONAL, INC. (Florida Document/Registration Number V13911 and FEI Number 65-0311439) (the "Corporation"); and  
NEWCO INTERNATIONAL, L.L.C. (Florida Document/Registration Number L00000015223 and FEI Number applied for) (the "LLC").

**BACKGROUND**

A. The LLC is a limited liability company organized and existing under the laws of the State of Florida, having its Articles of Organization filed and effective on December 11, 2000 and having one Member, Tibor Toth ("Member"). The LLC is managed by the Member.

B. The Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on February 13, 1992 and having authorized one class of common stock, of which all of the issued and outstanding shares are owned by Tibor Toth ("Shareholder").

C. The Board of Directors of the Corporation has, by resolution, established that it is advisable for the general welfare and advantage of the Constituent Entities that they merge into a single limited liability company which shall be LLC, whose existence as a limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger. The Shareholder and the Member of the Corporation and LLC, respectively, have unanimously approved the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of the Corporation in accordance with the provisions of the Florida General Corporations Act and the Member of the LLC in accordance with the provisions of the Florida Liability Company Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Acts in order to effectuate the Merger.

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1. This Merger shall become effective on the close of business on December 31, 2000.

2. The names of the entities that are parties to the Merger are as follows:

- a) NEWCO INTERNATIONAL, L.L.C. and
- b) NEWCO INTERNATIONAL, INC.

3. The surviving entity shall be NEWCO INTERNATIONAL, L.L.C.

4. The undersigned hereby certify that this Plan was unanimously adopted by the sole Member of the LLC and in resolutions of the Board of Directors of the Corporation on the 19th day of December, 2000, and was unanimously approved by the shareholders of all the issued and outstanding shares of the Corporation on the same date. With respect to the Corporation and LLC, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was unanimous and, therefore, sufficient for approval by each voting group.

5. The manner of converting or otherwise dealing with the stock of the Corporation upon the Merger becoming effective shall be that all shares of the Corporation shall be deemed canceled and the membership interest in the LLC shall remain issued and outstanding.

6. The Merger will not effect any change in the Articles of Organization of the LLC, and in accordance therewith, the LLC shall continue to be a member-managed Company.

7. The shareholders or members of the Constituent Entities, dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapters 607 and 608, to be paid the fair value of their shares or membership interests, as the case may be.

8. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Corporation shall cease and the LLC shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a limited liability company organized under the laws of the State of Florida.

9. Upon the Merger becoming effective, the title to all real estate and other property, or any interest therein, owned by each of the Constituent Entities, shall be vested in the LLC without reversion or impairment of any kind and without further act or deed.

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10. After the effective date of the Merger, the LLC will be responsible and liable for all the liabilities and obligations of the Corporation; and, any claim existing or action or proceeding pending by or against the Corporation may be prosecuted as if this Merger had not taken place, or the LLC may be substituted in the place of the Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President of the Corporation and Member of the LLC.

NEWCO INTERNATIONAL, INC.

By:

  
Rudolph Postasy, President

NEWCO INTERNATIONAL, L.L.C.

By:

  
Tibor Toth, Member

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