

Division of Corporations

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L01000015569**Florida Department of State**

Division of Corporations

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AL**RECEIVED****01 SEP 19 AM 10:11****DIVISION OF CORPORATIONS****MERGER OR SHARE EXCHANGE****LAUFAN ACQUISITION, LLC**

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LAUFRAN TRADING CORPORATION A FLORIDA ENTITY

INTO

LAUFRAN ACQUISITION, LLC, a Florida entity, L01000015569

File date: September 19, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER

Pursuant to Section 607.1109 and/or 608.4382, Florida Statutes, LAUFRAN TRADING CORPORATION, a Florida corporation, and LAUFRAN ACQUISITION, LLC., a Florida limited liability company, hereby adopt these Articles of Merger for the purpose of merging Laufran Trading Corporation with and into Laufran Acquisition, LLC. P97-80175
L01-15569

ARTICLE I.

The exact name, street address of principal office, jurisdiction, and entity type for each merging party are Laufran Acquisition, LLC., a Florida limited liability company, whose corporate address is c/o of Nicolas Fernandez, P.A., 780 N.W. LeJeune Road, Suite 324, Miami, Florida 33126 (the "Surviving Entity") and Laufran Trading Corporation, a Florida corporation, whose corporate address is 7112 SW 113rd Court, Miami, Florida 33173 (the "Disappearing Entity").

ARTICLE II.

The attached Plan of Merger meets the requirements of section(s) 607.1108 and/or 608.438, Florida Statutes, and was approved by Surviving Entity and Disappearing Entity as parties to the merger in accordance with Chapter(s) 607 and/or 608, Florida Statutes.

ARTICLE III.

The Surviving Entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now general partner of the Surviving Entity pursuant to section(s) 607.1108(5) and/or 608.4381(2), Florida Statutes.

ARTICLE IV.

The name of the Surviving Entity is hereby changed to LAUFRAN TRADING, LLC.

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ARTICLE V.

The merger is permitted under the law of the State of Florida and is not prohibited by the agreement articles of incorporation, bylaws or other the regulations or articles of organization of the Disappearing Entity or Surviving Entity.

ARTICLE VI.

The merger shall become effective as of filing hereof.

ARTICLE VII.

The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

Dated: September 18th 2001

SURVIVING ENTITY:

LAUFMAN ACQUISITION, LLC., a Florida limited liability company

By: Enertel Internacional, S.A., an company organized under the laws of the Dominican Republic, as Member

By: Fernando Portales
Authorized Representative

By: Vladimir Verdecia
Vladimir Verdecia, Member

DISAPPEARING ENTITY:

LAUFMAN TRADING CORPORATION, a Florida corporation

By: Vladimir Verdecia
Vladimir Verdecia, President

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PLAN OF MERGER

The following plan of merger, which is adopted and approved by LAUFRAN TRADING CORPORATION, a Florida corporation, and LAUFRAN ACQUISITION, LLC., a Florida limited liability company, in accordance with Section 607.1108 and Section 608.438, Florida Statutes, is being submitted in accordance with Section 607.1108, and 608.438, Florida Statutes.

ARTICLE I.

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are Laufran Acquisition, LLC., a Florida limited liability company, whose corporate address is c/o of Nicolas Fernandez, P.A., 780 N.W. LeJeune Road, Suite 324, Mami, Florida 33126 (the "Surviving Entity") and Laufran Trading Corporation, a Florida corporation, whose corporate address is 7112 SW 113rd Court, Miami, Florida 33173 (the "Disappearing Entity").

ARTICLE II.

The terms and conditions of the merger are that the Disappearing Entity is merged into the Surviving Entity and the name of the Surviving Entity shall change to LAUFRAN TRADING, LLC.

ARTICLE III.

All of the shares of the Disappearing Entity are converted to a Members Interest in the Surviving Entity as provided for in the Operating Agreement of the Surviving Entity.

ARTICLE IV.

The Surviving Entity is a limited liability company who is to be managed by the following managers:

<u>NAME</u>	<u>ADDRESS</u>
Francisco J. Castillo	11055 NW 59th Terrace, Miami, Florida 33178
Vladimir Verdecia	7112 SW 113 th Court, Miami, Florida 33173

ARTICLE V.

This Plan of Merger was executed in accordance with the laws of the State of Florida.

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Dated: September 18th, 2001

SURVIVING ENTITY:

LAUFRAN ACQUISITION, LLC., a Florida limited liability company

By: Enertel Internacional, S.A., an company organized under the laws of the Dominican Republic, as Member

By: *[Signature]*

Authorized Representative

By: *Vladimir Verdecia*

Vladimir Verdecia, Member

DISAPPEARING ENTITY:

LAUFRAN TRADING CORPORATION, a Florida corporation

By: *Vladimir Verdecia*

Vladimir Verdecia, President

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