

L04000065217

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CLERK OF DISTRICT COURT

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November 2, 2004

Department of State  
Division of Corporations  
Corporate Filings  
P.O. BOX 6327  
Tallahassee, Florida 32314

**Re: Articles of Merger**

To Whom It May Concern:

Enclosed please find the Articles of Merger and Plan of Merger of EC International Enterprise, Inc., and Axis Business Products, LLC, together with a check in the amount of \$90.00. Please return to this office a certified copy thereof.

Sincerely,

Mark E. Fried, P.A.

By: 

Mark E. Fried

Enclosure  
MEF/sg

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TALLAHASSEE, FLORIDA

## 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. EC International Enterprise, Inc. 8181 NW 36 Street Miami, Florida 33166	Florida	Corporation

Florida Document/Registration Number: P00000058315

FEI Number: 65102372

2. Axis Business Products, LLC 1200 West Avenue, #614 Miami Beach, Florida 33139	Florida	Limited liability company
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Florida Document/Registration Number: L04000065217

FEI Number: 20-1722935

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Axis Business Products, LLC 1200 West Avenue, #614 Miami Beach, Florida 33139	Florida	Limited liability company

Florida Document/Registration Number: L04000065217

FEI Number: 20-1722935

**THIRD:** The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

**FOURTH:** 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, the agreement among shareholders of any corporation or the regulations or articles of organization of any limited liability company that is a party to the merger.

**FIFTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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

SEVENTH: SIGNATURE(S) FOR EACH PARTY

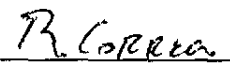
EC International Enterprise, Inc.,  
a Florida corporation

By: \_\_\_\_\_

 Oct. 25, 2004  
Esteban Correa B.  
President

Axis Business Products, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

 Oct. 21, 2004.  
Rafael Correa  
Authorized Representative of Member

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TALLAHASSEE, FLORIDA

## 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 is as follows:

<u>Name</u>	<u>Jurisdiction</u>
EC International Enterprise, Inc.	Florida
Axis Business Products, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Axis Business Products, LLC	Florida

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

On the effective date of the merger, the separate existence of EC International Enterprise, Inc. (the "absorbed corporation") shall cease, and Axis Business Products, LLC (the "surviving limited liability company") shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving limited liability company shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

### FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of the absorbed corporation into the interests, shares, obligations or other securities of the surviving limited liability company, in whole or in part, into cash or other property are as follows: Each share of the \$10.00 par value common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into a one tenth (.1%) percent membership interest of the surviving limited liability company, which membership interest of the surviving limited liability company shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

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B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving limited liability company or its duly appointed agent, in such manner as the surviving limited liability company shall legally require. On receipt of such share certificates, the surviving limited liability company shall issue and exchange therefore certificates for a certificate of membership interest in the surviving limited liability company, representing the percentage of membership interest to which such holder is entitled as provided above. The surviving limited liability company shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

**FIFTH:** A limited liability company is the surviving entity and the name and address of the manager is as follows:

Rafael Correa - Manager  
1200 West Avenue, #614  
Miami Beach, Florida 33139

**SIXTH:** Other provisions, if any, relating to the merger:

EC International Enterprise, Inc.,  
a Florida corporation

By: [Signature] *Oct. 15, 2004*  
Esteban Correa B.  
President

Axis Business Products, LLC,  
a Florida limited liability company

By: R. Correa. *Oct. 21, 2004.*  
Rafael Correa  
Authorized Representative of Member

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OCT 21 2004

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