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SEGRETARY OF STATE
FALLAHASSEF, FLORID

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

| International | Investment | Group |
|---------------|------------|-------|
| | | • |



| | Art of Inc. File |
|-------------------|-----------------------------------------|
| Signature | Fictitious Owner Search Vehicle Search |
| Requested by 9/17 | Driving Record UCC 1 or 3 File |
| Name Date Time | UCC 11 Search UCC 11 Retrieval |

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607:1109, 608.4382, and/op-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:

| Nε | ame and Street Address | <u>Jurisdiction</u> | Entity Type |
|-----------|------------------------------------------------|-----------------------|-------------|
| 1. | International Investment Group of Florida, LLC | Broward County | LLC |
| | 15841 Pines Blvd; No. 134 | | |
| | Pembroke Pines, FL 33027 | | |
| | | L05000008089 | 651244184 |
| Flo | orida Document/Registration Number: | FEI Num | ber: |
| · • | A-1 Commercial Associates, Inc | Broward County | Corporation |
| | 15841 Pines Blvd. No. 134 | | |
| _ | Pembroke Pines, FL 33027 | | |
| _ | | P00000041970 | 651006745 |
| Flo | orida Document/Registration Number: | FEI Num | ber: |
| <u>3.</u> | | | |
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| Flo | orida Document/Registration Number: | FEI Num | ber: |
| 4. | | | <u> </u> |
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| Flo | orida Document/Registration Number: | FEI Num | her: |

(Attach additional sheet(s) if necessary)

CR2E080(9/00)

| Name and Street Address International Investment Group of Florida, LLC | Jurisdiction Broward County | Entity Type |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 12781 Miramar Parkway, Suite 205, Miramar, FL 33027 | Control of the State of the Sta | · |
| Florida Document/Registration Number: | L05000008089 FEI Number: | 651244184 |

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are-party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the faws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes;

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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 or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

<u>TENTH:</u> The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY

| Name of Each Entity | Signatures | Name of Individual/Title |
|--------------------------------------------------|-------------------|-------------------------------------|
| International Investment Group of Florida LLC | Dear Theos | Henry Herazo / Director Member |
| - droup-or riorida EEC | -165 | Jose Herazo / Director Member |
| | | Giovanni Herazo / Director Member |
| " Off | our de only | Marilyn Fernandez / Director Member |
| A-1 Commercial Associates, Inc | Mensold . | Heñry Horazo / President |
| | 46 | Jose Herazo / Vice President |
| | | Giovanni Herazo / Director |
| Manuel | up & Karley Boray | Marilyn Fernandez-Herazo / Director |

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607,1107, 617,1103, 608,438, and/or 620,202, is being submitted in accordance with sections 607,1108, 608,438, and/or 620,201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>

Jurisdiction

International Investment Group of Florida, LLC

Broward County

A-1 Commercial Associates, Inc.

Broward County

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

International Investment Group of Florida, LLC

Broward County

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

The surviving party, International Investment Group of Florida, LLC, will take control of all assets and liabilities of A-1 Commercial Associates, Inc, including Travel Metropolis trademark and fictitious name. Sunshine Metropolis Inc. and will serve all customers that A-1 Commercial Associates has.

FOURTH:

a. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into each or other property are as follows:

At the time of this merge, A-1 Commercial Associates, Inc. does not have any debts. It has a bank account with Wachovia Bank whose balance will be deposited in the checking account of the surviving party.

b. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into each or other property are as follows:

Because the officers of both entities are the same and hold the same number of shares in each entity, the rights to acquire interests, shares, obligations or other securities are the same as they are in each one of both entities at the time of the merge.

FIFTH: If a limited liability company is the surviving entity; the name and addresses of the managers are as follows:

Henry Herazo, General Manager, 12781 Miramar Parkway, Suite 205, Miramar, FL 33027 Jose Herazo, Commercial Manager, 12781 Miramar Parkway, Suite 205, Miramar, FL 33027 Giovanni Flerazo, Operations Manager, 12781 Miramar Parkway, Suite 205, Miramar, FL 33027 Marilyn Fernandez, Sales Manager, 12781 Miramar Parkway, Suite 205, Miramar, FL 33027