

FROM: LAWRENCE E. KLITZMAN

FAX NO. 9543894579

Dec. 19 2007 11:36 AM PT

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**PLAN OF MERGER
BETWEEN
OH SWEET LC AND CIPECOL LC**

THIS PLAN OF MERGER ("Plan") is entered into this 4th day of December, 2007 between OH SWEET LC, a Florida limited liability company ("OH SWEET") and CIPECOL LC a Florida limited liability company ("CIPECOL").

WITNESSETH

WHEREAS, the Manager of OH SWEET and the Manager of CIPECOL deem it desirable and in the best business interest of OH SWEET and its members and CIPECOL and its members that OH SWEET be merged into CIPECOL upon the terms and subject to the conditions set forth in this Plan.

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, OH SWEET shall be merged into CIPECOL, forming one entity, which shall be referred to herein as the "Surviving Entity".

Section 2. Effective Date. Subject to the terms of this Plan, the Merger shall become effective upon the filing with the office of the Secretary of State ("Effective Date"). 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 Plan.

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 the Manager of OH SWEET shall execute and deliver all deeds, assignments and other instruments and do all things reasonably necessary to

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properly vest, perfect and confirm title to such property or rights and otherwise to carry out the terms and conditions of this Plan.

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

Section 5. Articles of Organization of CIPECOL. The Articles of Organization of CIPECOL, 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(s). The manager of CIPECOL immediately prior to the Effective Date shall constitute the Manager of the Surviving Entity after the Effective Date until his or her successor(s) shall have been elected and qualified as provided in the Operating Agreement of the Surviving Entity and in this Plan.

ARTICLE 2

Cancellation of Membership Interest at the Effective Date

All membership interest of OH SWEET 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) OH SWEET and CIPECOL shall become a single entity of which CIPECOL 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 CIPECOL LC. For purposes of the Internal Revenue Code (I.R.C.) as amended in 1986, this transaction shall be deemed to be composed of the following steps:

b) The separate existence of OH SWEET shall cease, and the Surviving Entity shall possess all the rights, privileges, immunities and franchise of OH SWEET. 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 OH SWEET shall be transferred to the Surviving Entity. The title to any real estate, or any interest therein, vested in OH SWEET shall not revert or be in any way impaired by liabilities and obligations of OH SWEET. The Merger shall impair neither the rights of creditors nor any liens upon the property of OH SWEET.

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Section 2. Manner and Basis of Converting Interests. Each membership unit in OH SWEET ("Unit") represents ownership interest in OH SWEET. Each membership unit in CIPECOL ("Unit") represents ownership interest in CIPECOL. Every four hundred (400) Units of OH SWEET issued and outstanding immediately prior to the Effective Date of the Merger, by reason of the Merger, shall be converted into and become one (1) Unit of CIPECOL, the Surviving Entity, upon the Effective Date of the Merger, and each certificate representing four hundred (400) Units of OH SWEET immediately prior to the Effective Date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of one (1) fully paid Unit of the Surviving Entity.

ARTICLE 4

Representations and Warranties of

CIPECOL LC

CIPECOL represents and warrants to OH SWEET as follows:

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

ARTICLE 5

Representations and Warranties of

OH SWEET LC

OH SWEET represents and warrants to CIPECOL as follows:

Due Organization, Etc. OH SWEET is 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 CIPECOL.

ARTICLE 6

Successors and Assigns

All terms, covenants, representations, warranties and conditions of this Plan 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

Director

Pursuant to Section 607.1101(2)(a) of the Florida Statutes, the name and business address of the Manager of CIPECOL, are as follows:

Salomon Rima
12318 SW 117th Court
Miami, FL 33186

ARTICLE 8

General Provisions

Section 1. Place of Closing. Closing Date. The closing shall take place at the offices of Hackley & Serrone, P.A., 1391 Sawgrass Corporate Parkway, Sunrise, Florida, 33323 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 Plan 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 or any breach of any term, covenant, representation or warranty contained in this Plan 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.

Section 4. Termination. At any time prior to the filing of the Articles of Merger with OH SWEET and CIPECOL, either party may terminate this Plan hereto.

Section 5. Counterparts. This Plan 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 Plan are for convenience only and shall not be deemed part of this Plan.

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

FROM : LAWRENCE S. KLITZMAN

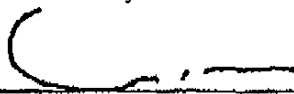
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IN WITNESS WHEREOF, the parties have hereto set their hands and seals as of the date first above written.

OH SWEET LC
a Florida Limited Liability Company

By: 
Salomon Rima, Member

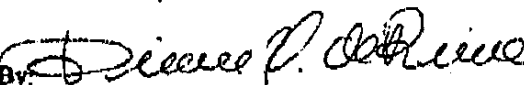
By: 
Elias Rima, Member

By: 
Eduardo Enrique Nassiff, Member

CIPECOL LC
a Florida Limited Liability Company

By: 
Salomon Rima, Member-Manager

By: 
Elias Rima, Member

By: 
Cipecol Limitada Colombia, Member
Diana Nassiff de Rima, Majority Shareholder

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EXHIBIT "A"

ARTICLES OF MERGER

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**ARTICLES OF MERGER
OF
OH SWEET LC AND CIPECOL LC**

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

FIRST: That a Plan of Merger has been entered into as of the 4th day of December, 2007, by among CIPECOL LC and OH SWEET LC ("Plan of Merger")

SECOND: That the name and the state of each of the constituent corporations is OH SWEET LC, a Florida limited liability company, and CIPECOL LC, a Florida limited liability company. The Plan of Merger provides for the merger of OH SWEET LC into CIPECOL LC.

THIRD: That the name of the surviving corporation is CIPECOL LC.

FOURTH: That the Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies in accordance with the laws of the State of Florida. The Plan of Merger was approved by the Manager and Members of OH SWEET LC on the 4th day of December, 2007 and by the Manager and Members of CIPECOL LC on the 4th day of December, 2007.

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 Plan of Merger is on file at the principal place of business of CIPECOL LC, the surviving entity, the address of which is 12318 SW 117th Court, Miami, Florida 33186.

SEVENTH: That a copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any member of any limited liability company made a party thereto.

EIGHTH: Each membership unit in OH SWEET ("Unit") represents ownership interest in OH SWEET. Each membership unit in CIPECOL ("Unit") represents ownership interest in CIPECOL. Every four hundred (400) Units of OH SWEET issued and outstanding immediately prior to the Effective Date of the Merger, by reason of the Merger, shall be converted into and become one (1) Unit of CIPECOL, the Surviving Entity, upon the Effective Date of the Merger, and each certificate representing four hundred (400) Units of OH SWEET immediately prior to

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a Florida Limited Liability Company

By: 
Solomon Rina, Member-Manager

By: 
Elias Rina, Member

By: 
Cipecol Limitada Colombia, Member
Diana Nassif de Rina, Majority Shareholder

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