

**L48525**

Green Schoenfeld & Kyle

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**FORMOSA SUNRISE CORPORATION**

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September 27, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FORMOSA SUNRISE CORPORATION  
14975 TECHNOLOGY CT  
FORT MYERS, FL 33912

SUBJECT: FORMOSA SUNRISE CORPORATION  
REF: L48525

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 corporations you are trying to merge into this entity have both been administratively dissolved. If you wish to continue with this filing, you would have to reinstate these corporations.

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ARTICLES OF MERGER  
of  
UNITED WU ENTERPRISES, INC.  
a Florida corporation  
and  
MDTW, INC.  
a Florida corporation  
into  
FORMOSA SUNRISE CORPORATION  
a Florida corporation

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TALLAHASSEE, FLORIDA

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FILED

THESE ARTICLES OF MERGER are hereby entered into by and among United Wu Enterprises, Inc., a Florida corporation, whose principal office is 14975 Technology Court, Fort Myers, Florida 33912, MDTW, Inc., a Florida corporation, whose principal office is 14975 Technology Court, Fort Myers, Florida 33912, and Formosa Sunrise Corporation, a Florida corporation, whose principal office is 14975 Technology Court, Fort Myers, Florida 33912, effective as of January 1, 2006.

Under Section 607.1109 of the Florida Statutes, United Wu Enterprises, Inc., MDTW, Inc. and Formosa Sunrise Corporation adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated effective as of January 1, 2006 ("Plan of Merger") between United Wu Enterprises, Inc., MDTW, Inc. and Formosa Sunrise Corporation was approved and adopted by the shareholders of United Wu Enterprises, Inc., effective as of January 1, 2006, was approved and adopted by the shareholders of MDTW, Inc., effective as of January 1, 2006, and was approved and adopted by the shareholders of Formosa Sunrise Corporation, effective as of January 1, 2006.

2. Under the Plan of Merger, all of the issued and outstanding shares of common stock of United Wu Enterprises, Inc. and MDTW, Inc. will be acquired by means of a merger of United Wu Enterprises, Inc. and MDTW, Inc. into Formosa Sunrise Corporation, with Formosa Sunrise Corporation as the surviving entity (the "Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

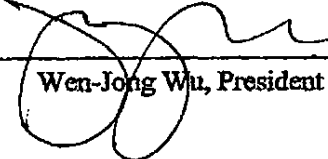
H07000241026 3

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on  
Jan 1, 2006.

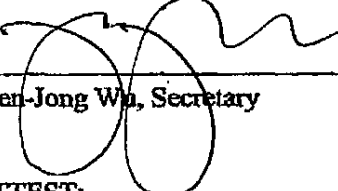
ATTEST:

  
\_\_\_\_\_  
Maylene Kiang-Wu, Secretary

United Wu Enterprises, Inc.

By:   
\_\_\_\_\_  
Wen-Jong Wu, President

ATTEST:

  
\_\_\_\_\_  
Wen-Jong Wu, Secretary


MDTW, Inc.

By:   
\_\_\_\_\_  
Maylene Kiang-Wu, President

ATTEST:

  
\_\_\_\_\_  
Maylene Kiang-Wu, Secretary

Formosa Sunrise Corporation

By:   
\_\_\_\_\_  
Wen-Jong Wu, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of January 1, 2006 (the "Effective Date"), by and among:

- (i) United Wu Enterprises, Inc., a Florida corporation ("United Wu");
- (ii) MDTW, Inc., a Florida corporation ("MDTW"); and
- (iii) Formosa Sunrise Corporation, a Florida corporation ("Formosa").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Section 607.1101 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable that United Wu and MDTW be merged into Formosa pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, it is the intent of the parties hereto that the Common Stock of United Wu and MDTW shall be merged into the Common Stock of Formosa;

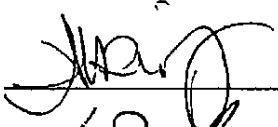
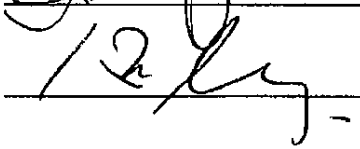
NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of United Wu and MDTW shall cease; and the Common Stock of United Wu and MDTW shall be merged into the Common Stock of Formosa. Upon the filing of Articles of Merger and this Agreement with the State of Florida, Formosa shall possess all of the rights, privileges, immunities, powers, and purposes, and all of the property, real and personal, causes of action, and every other asset of United Wu and MDTW, and shall assume and be liable for all of the liabilities, obligations, and penalties of United Wu and MDTW, in accordance with the Florida Business Corporation Act.
2. **Continuation of Florida Corporation.** Following the merger, the existence of Formosa shall continue unaffected and unimpaired by the merger, with all of the rights, privileges, immunities, and powers, and subject to all of the duties and liabilities, of a corporation organized under the laws of the State of Florida. The Certificate of Incorporation and Bylaws of Formosa, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger. The officers and directors of Formosa immediately prior to the Effective Date shall continue as the officers and directors of Formosa.
3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the ownership of Formosa, United Wu and MDTW.

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IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the Effective Date.

Witnesses:

  
\_\_\_\_\_  
  
\_\_\_\_\_

FORMOSA SUNRISE CORPORATION:

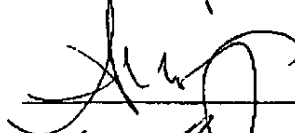
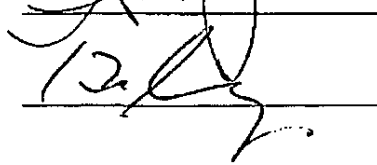
By:

  
\_\_\_\_\_  
Wen-Jong Wu, President

Address: 14975 Technology Court  
Fort Myers, Florida 33912

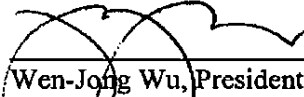
Dated: Jan 2, 2006

Witnesses:

  
\_\_\_\_\_  
  
\_\_\_\_\_

UNITED WU ENTERPRISES, INC.:

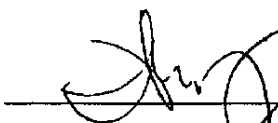
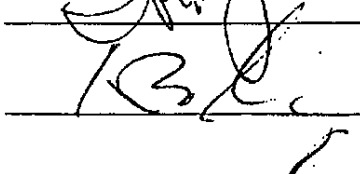
By:

  
\_\_\_\_\_  
Wen-Jong Wu, President

Address: 14975 Technology Court  
Fort Myers, Florida 33912

Dated: Jan 2, 2006

Witnesses:

  
\_\_\_\_\_  
  
\_\_\_\_\_

MDTW, INC.:

By:

  
\_\_\_\_\_  
Maylene Kiang-Wu, President

Address: 14975 Technology Court  
Fort Myers, Florida 33912

Dated: Jan 2, 2006