

HECTOR J. MIR, P.A.

ATTORNEY AT LAW

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L51879

December 29, 1999

FEDERAL EXPRESS

100003084711--4

-12/30/99-01068--004

122.50 **78.75

Florida Secretary of State
Division of Corporations
409 Gains Street
Tallahassee, Florida 32399

Re: MAITE CORPORATION, a Florida corporation
KOGYO ELECTRONICS, LTD., a Cayman Islands company

Gentlemen:

Enclosed please find two originals of Articles and Plan of
Merger of MAITE CORPORATION, a Florida corporation and KOGYO
ELECTRONICS, LTD., a Cayman Islands company together with our
check in the amount of \$122.50 in payment of the following:

Filing fee	\$ 70.00
Certified copy	<u>52.50</u>
	\$122.50

If the above documents are in order, I would appreciate it that
you file one original, certify the other, and send the certified
original to the undersigned at the above address.

Please note that the effective date and time of the merger
are December 31, 1999 at 11:59 P.M.

Thank you for your assistance. If you have any questions,
please call me.

Sincerely,

Hector J. Mir

Hector J. Mir

HJM/cm
Enclosures

FILED
99 DEC 30 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
L51879
Merger 7/8
Cert copy
12/30/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

MAITE CORPORATION, document number L51879, a Florida Corporation.

INTO

KOGYO ELECTRRONICS, LTD. an Out of the Country corporation not qualified
in Florida

File date: December 30, 1999, effective December 31, 1999

Corporate Specialist: Carol Mustain

ARTICLES AND PLAN OF MERGER
OF
MAITE CORPORATION, a Florida corporation
AND
KOGYO ELECTRONICS, LTD., a Cayman Islands company

The undersigned duly authorized officers of MAITE CORPORATION, a Florida corporation, incorporated on February 19, 1990 ("MAITE") and KOGYO ELECTRONICS, LTD., a Cayman Islands company, incorporated on June 14, 1988 ("KOGYO"), hereby adopt these Articles and Plan of Merger in order to effect a merger under the laws of the State of Florida and the Cayman Islands.

FILED
99 DEC 30 AM 10:43
SECRETARY OF STATE
ALACHUA COUNTY
FLORIDA

ARTICLE I

PLAN OF MERGER

1. MAITE shall be merged into KOGYO, which shall be the Surviving Corporation, in accordance with the provisions of the Florida Business Corporation Act and the laws of the Cayman Islands, and the terms and conditions set forth in this Plan of Merger duly adopted by the Board of Directors of MAITE and KOGYO and duly ratified by the sole shareholder of each corporation.

2. The name of the Surviving Corporation shall be KOGYO ELECTRONICS, LTD.

3. On the Effective Date, all the property, real, personal or mixed of each of MAITE and KOGYO, and debts due to

either of them, and the rights, privileges, powers and franchises of a public as well as private nature, and every other interest of each of these corporations, shall be transferred to and vested in or shall continue to be vested in KOGYO, the Surviving Corporation, without further act or deed, and shall be thereafter the property of the Surviving Corporation; and title to any real estate whether vested by deed or otherwise in any of these corporations shall not revert or be in any way impaired by reason of this merger.

4. KOGYO, the Surviving Corporation, upon the Effective Date, shall assume all debts, liabilities, obligations and duties of MAITE, and KOGYO agrees that it may be sued for any prior obligation of MAITE, including actions by dissenting shareholders, so long as any liability remains outstanding against MAITE.

5. The authorized capital stock of MAITE consists of 500 shares of common stock with a par value of US \$1.00 of which 500 shares have been issued and are outstanding. The authorized capital stock of KOGYO consists of 900,000 shares of common stock with a par value of US \$1.00 of which 102 shares have been issued and are outstanding.

6. On the Effective Date, each of the issued and outstanding shares of MAITE Common Stock shall be converted into

one fully paid and non-assessable share of KOGYO Common Stock. Also on the Effective Date, each certificate representing shares of MAITE Common Stock shall be deemed for all purposes to evidence the ownership of shares of KOGYO Common Stock in an amount equal to the number of shares in the MAITE certificate. The holders of MAITE certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of KOGYO, but as certificates nominally representing shares of Common Stock of MAITE are surrendered for transfer by the holders thereof, KOGYO will cause to be issued certificates representing one share of Common Stock of KOGYO for each share of the Common Stock of MAITE surrendered for exchange. All the shares of MAITE Common Stock issued and outstanding before the Effective Date of the merger shall be canceled upon surrender.

7. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of KOGYO, as now stated.

8. The Bylaws and Board of Directors of the Surviving Corporation shall be the Bylaws and Board of Directors of KOGYO, as now stated.

ARTICLE II

DATE OF ADOPTION

The Plan of Merger was duly adopted by the sole shareholder of MAITE and by the sole shareholder of KOGYO on December 29, 1999.

ARTICLE III

EFFECTIVE DATE AND TIME

The date and time on which this merger is to be effective (the "Effective Date") shall be at 11:59 P.M. on December 31, 1999.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger on December 29, 1999.

MAITE CORPORATION,
a Florida corporation.

Hector J. Mir
By: Hector J. Mir,
President

and

Hector J. Mir
By: Hector J. Mir,
Secretary

KOGYO ELECTRONICS, LTD.,
a Cayman Islands company

Hector J. Mir
By: Hector J. Mir,
President

and

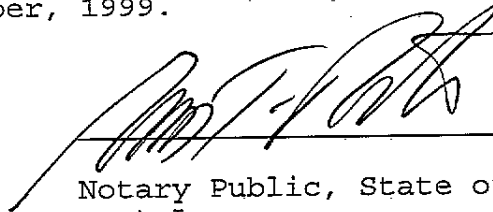
Hector J. Mir
By: Hector J. Mir,
Assistant Secretary

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Hector J. Mir, the President of MAITE CORPORATION, a Florida corporation, to me personally known to be the person who executed the foregoing Articles and Plan of Merger and he acknowledged the execution of said Articles and Plan of Merger as President of said Corporation, for and on behalf of and as the act and deed of MAITE CORPORATION, a Florida corporation, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon him by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 29th of December, 1999.



Notary Public, State of Florida
at Large
My commission expires:

STATE OF FLORIDA

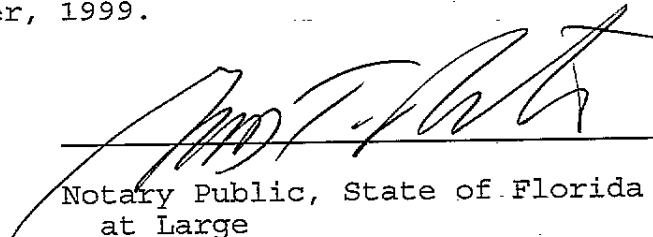
COUNTY OF MIAMI-DADE



Gregory T. Martini
Commission # CC 770717
Expires OCT. 28, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

BEFORE ME, the undersigned authority, personally appeared Hector J. Mir, Secretary of MAITE CORPORATION, a Florida corporation, to me personally known to be the person who executed the foregoing Articles and Plan of Merger and he acknowledged the execution of said Articles and Plan of Merger as Secretary of said Corporation, for and on behalf of and as the act and deed of MAITE CORPORATION, a Florida corporation, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon him by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 29th of December, 1999.



Notary Public, State of Florida
at Large

My commission expires:

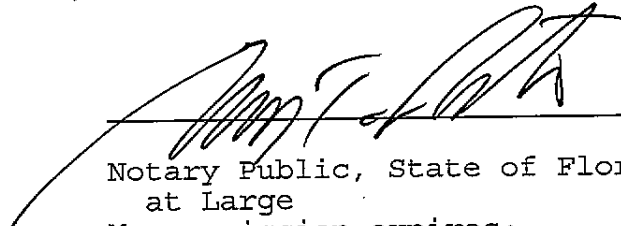


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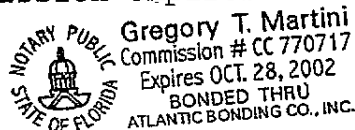
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Hector J. Mir, the President of KOGYO ELECTRONICS, LTD., a Cayman Islands company, to me personally known to be the person who executed the foregoing Articles and Plan of Merger and he acknowledged the execution of said Articles and Plan of Merger as President of said company, for and on behalf of and as the act and deed of KOGYO ELECTRONICS, LTD., a Cayman Islands company, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon him by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 29th of December, 1999.



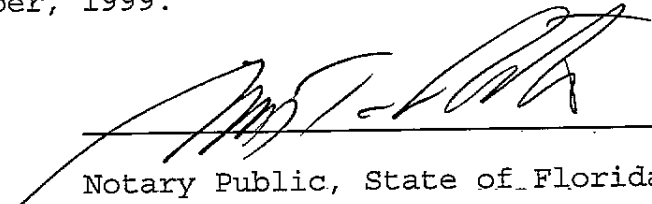
Notary Public, State of Florida
at Large
My commission expires:



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Hector J. Mir, Assistant Secretary of KOGYO ELECTRONICS, LTD., INC., a Cayman Islands company, to me personally known to be the person who executed the foregoing Articles and Plan of Merger and he acknowledged the execution of said Articles and Plan of Merger as Assistant Secretary of said Company, for and on behalf of and as the act and deed of KOGYO ELECTRONICS, LTD., a Cayman Islands company, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon him by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 29th of December, 1999.



Notary Public, State of Florida
at Large
My commission expires:

