

# L82469



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### RUSH

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Rogers International, Inc. into Daplex, Inc.

Walk In

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Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

FILED  
99 DEC 29 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/99

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

*Merged*

V SHEPARD JAN 3 - 2000

RECEIVED  
99 DEC 29 PM 2:02  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ROZEN INTERNATIONAL, INC., a Florida corporation, F40004

INTO

**DAPLEX, INC.**, a Florida entity, L82469

File date: December 29, 1999, effective December 31, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER  
OF  
ROZEN INTERNATIONAL, INC.,  
INTO  
DAPLEX, INC.

FILED  
99 DEC 29 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
12/31/99

ARTICLES OF MERGER between ROZEN INTERNATIONAL, INC., a Florida corporation, and DAPLEX, INC., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), ROZEN INTERNATIONAL, INC., and DAPLEX, INC., adopt the following Articles of Merger.

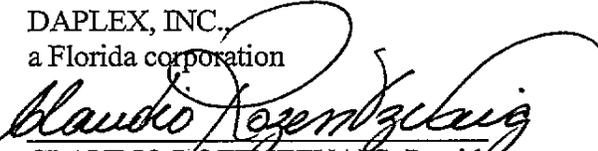
1. The Plan of Merger dated December 28, 1999, was approved and adopted by all of the shareholders of ROZEN INTERNATIONAL, INC., on December 28, 1999, and was approved and adopted by all of the shareholders of DAPLEX, INC., on December 28, 1999.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of the stock of ROZEN INTERNATIONAL, INC. will be acquired by means of a merger of ROZEN INTERNATIONAL, INC. into DAPLEX, INC., with DAPLEX, INC., being the surviving corporation.

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

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

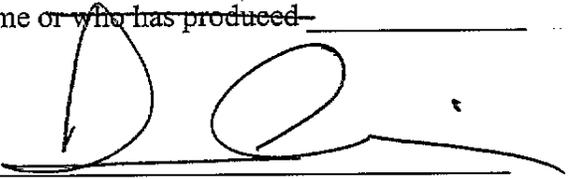
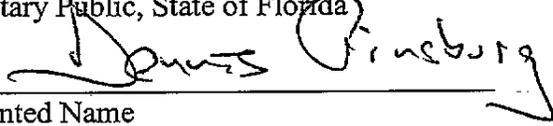
IN WITNESS WHEREOF, the parties have set their hands this 28th day of December, 1999.

DAPLEX, INC.,  
a Florida corporation  
By:   
CLAUDIO ROZENTZVAIG, President

ROZEN INTERNATIONAL, INC.,  
a Florida corporation  
By:   
CLAUDIO ROZENTZVAIG, President

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 28 day of December, 1999,  
by Claudio Rozentzvaig, who is personally known to me or who has produced \_\_\_\_\_  
~~as identification.~~

  
\_\_\_\_\_  
Notary Public, State of Florida  
  
\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
My Commission Expires (seal)

y:\wpdata\bristol\5828\art-mrgr.doc

OFFICIAL NOTARY SEAL  
DENNIS GINSBURG  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC737949  
MY COMMISSION EXP. APR. 28, 2002

## EXHIBIT A

### PLAN OF MERGER

Merger between DAPLEX, INC., a Florida corporation (the "Surviving Corporation" or "DAPLEX"), and ROZEN INTERNATIONAL, INC., a Florida corporation (the "Disappearing Corporation" or "ROZEN"). This Merger is being effected pursuant to the Articles of Merger and this Plan of Merger (the "Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of DAPLEX shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of ROZEN's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of DAPLEX in accordance with this Plan. Each share of DAPLEX's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of DAPLEX's stock.

3. Satisfaction of Rights of ROZEN's Shareholders. All shares of DAPLEX stock into which shares of ROZEN shall have been converted, and for which ROZEN shares become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of ROZEN shall cease, and DAPLEX shall be fully vested in ROZEN's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, ROZEN shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of ROZEN or DAPLEX as the case may be, whether past or remaining in office, shall execute and deliver upon the request of ROZEN, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in DAPLEX, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. ROZEN and DAPLEX shall cause their respective Presidents to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by DAPLEX to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" to be the later of December 31, 1999, or the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Dated Effective December 31, 1999.

ROZEN INTERNATIONAL, INC.,  
a Florida corporation

By:

  
CLAUDIO ROSENTZVAIG, President

DAPLEX, INC.,  
a Florida corporation

By:

  
CLAUDIO ROSENTZVAIG, President