

FILE 2nd

L99000000232

FILING COVER SHEET

REFERENCE: 0150.5147

DATE: 1/14/99 900002742019--0  
-01/14/99--01086--010  
\*\*\*\*122.50 \*\*\*\*122.50

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301 900002742019--0  
-01/14/99--01086--011  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

TELEPHONE: 222-1173

SUBJECT: Estrell Amundo, Inc. into  
Temporary Name, LLC

STATE FEES PREPAID WITH CHECK # 4118 FOR \$ 122.50

PLEASE FILE:

- ARTICLES OF INC.
- ANNUAL REPORT
- QUALIFICATION
- AMENDMENT
- MERGER
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- UCC-1
- DISSOLUTION
- WITHDRAWAL
- ANNUAL REPORT
- REINSTATEMENT
- UCC-3

Name Availability	<input type="checkbox"/> FICTITIOUS NAME
Document Examiner	<input type="checkbox"/> TRADEMARK/SERVICE <span style="float: right;">DCC</span>
Notar Verifier	<input checked="" type="checkbox"/> CERTIFIED COPY <span style="float: right;">DCC</span>
Acknowledgement	<span style="float: right;">DCC</span>
W. P. Verifier	Examiner's Initials <span style="float: right;">DCC</span>

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 JAN 14 PM 2:38  
 99 JAN 14 AM 1:37  
 DIVISION OF CORPORATION  
 RECEIVED

STAMPED COPY

---

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ESTRELLAMUNDO, INC.

INTO

**TEMPORARY NAME, LLC**, a Florida entity, L99000000232

File date: January 14, 1999

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER  
P97000020769 OF  
ESTRELLAMUNDO, INC., A FLORIDA CORPORATION  
INTO  
TEMPORARY NAME, LLC, A FLORIDA LIMITED LIABILITY COMPANY  
L99000000232

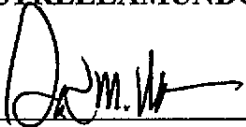
Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act (the "Act") and Section 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), ESTRELLAMUNDO, INC., a Florida corporation ("Estrellamundo") and TEMPORARY NAME, LLC, a Florida limited liability company (the "Survivor") adopt the following Articles of Merger for the purpose of merging Estrellamundo with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

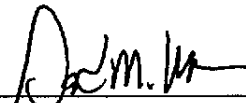
**SECOND:** The Plan of Merger was adopted by all of the members of the Board of Directors and all of the shareholders of Estrellamundo in accordance with the provisions of the Act on December 28, 1998 and the sole Managing Member of the Survivor in accordance with the provisions of the LLC Act on December 28, 1998.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 28 day of December, 1998.

ESTRELLAMUNDO, INC.

  
\_\_\_\_\_  
David Klein, President

TEMPORARY NAME, LLC

  
\_\_\_\_\_  
David Klein, Managing Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 2:38

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 28, 1998, between ESTRELLAMUNDO, INC., a Florida corporation ("Estrellamundo"), and TEMPORARY NAME, LLC, a Florida limited liability company (the "LLC" or the "Surviving Corporation").

Estrellamundo and the LLC desire to effect the statutory merger of Estrellamundo with and into the LLC, with the LLC to survive such merger.

1. **Constituent Corporations.** Estrellamundo and the LLC shall be parties to the merger (the "Merger") of Estrellamundo with and into the LLC.

2. **Terms and Conditions of Merger.** Estrellamundo (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, be merged with and into the LLC, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall succeed to the title of all real estate and other property and shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the Estrellamundo Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each certificate representing membership interests of the LLC shall for all purposes be deemed to evidence the ownership of the same number of membership interests of the LLC as are set forth in such certificate.

4. **Articles of Organization.** The Articles of Organization of the LCC as of the Effective Date shall be the Articles of Organization of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except Article I shall be amended and restated in its entirety to read as follows: "The name of the limited liability company is ESTRELLAMUNDO, LLC (the "Company")."

5. **Regulations.** The Regulations of the Surviving Corporation as of the Effective Date shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

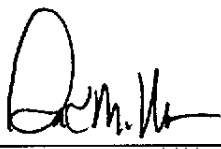
6. **Managing Member.** The managing member of the Surviving Corporation in office on the Effective Date shall continue to be the managing member of the Surviving Corporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 14 1999

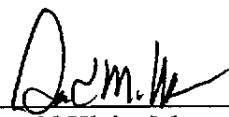
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of Estrellamundo and the Managing Member of the LCC are authorized to amend this Plan of Merger at any time prior to the Effective Date.

**ESTRELLAMUNDO, INC.**

By:   
David Klein, President

**TEMPORARY NAME, LLC**

By:   
David Klein, Managing Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 2:38