

mo3540

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

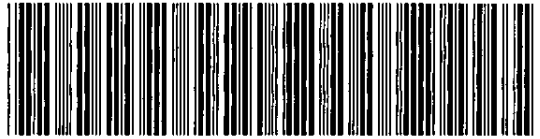
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merger

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FILED
2008 OCT 20 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADR
1064108*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PAN INTERNATIONAL, INC., a Florida corporation
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Pablo R. Bared, Esq.
(Contact Person)

Bared & Associates, P.A.
(Firm/Company)

1500 San Remo Avenue, Suite 248
(Address)

Coral Gables, FL 33146
(City/State and Zip Code)

For further information concerning this matter, please call:

Pablo Bared, Esq. At (305) 666-6010 Ext 18
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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2008 OCT 20 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------|-----------------------|--|
| PAN INTERNATIONAL, INC. | a Florida corporation | M03540 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------|-----------------------|--|
| CONTADINA INC., | a Florida corporation | K52841 |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

PAN INTERNATIONAL, INC.,

Dr. G. Vassili

Valdes
Ida A. Valdez, President

PAN INTERNATIONAL, INC.,

Benjamin

Valdes
Carlos Valdez, Secretary

CONTADINA, INC.,

[Handwritten signature]

Jose Anton Diaz, President and Secretary

AGREEMENT OF MERGER

MERGER OF CONTADINA, INC. INTO PAN INTERNATIONAL, INC.

THIS AGREEMENT is made and entered into on this 31st day of March 2008, by and between CONTADINA INC., a Florida corporation, and PAN INTERNATIONAL, INC., a Florida Corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that CONTADINA INC., be merged into PAN INTERNATIONAL, INC., "the surviving corporation" under the laws of Florida in the manner provided therefore pursuant to laws of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions below state.

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

NAME OF MERGED CORPORATION

2. The name of the surviving corporation shall be PAN INTERNATIONAL INC.

POST OFFICE ADDRESS OF SURVIVING CORPORATION

3. Post Office address of the surviving corporation is to be 7700 NW 73rd Court, Medley, Florida 33166.


PURPOSES OF SURVIVING CORPORATION

4. The purposes of the surviving corporation are to engage in any lawful business, act or activity for which corporations may be formed under the laws of Florida.

AUTHORIZE SHARE OF SURVIVING CORPORATION

5. The present number of shares which the disappearing corporation is authorized to issue is 10,000 shares \$1.00 par value of which 10,000 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 1,00 shares of \$1.00 par value common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is shares of common stock having \$1.00 par value.

FIRST DIRECTORS

6. The present Directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.
- 

NAME AND RESIDENCE OF AGENT OF CORPORATION

7. Law Offices of Bared & Associates, P.A, in the city of Coral Gables, Florida shall be and is hereby appointed as personal service corporation upon whom service, process, tax notices and demands against PAN INTERNATIONAL INC., or heir of the said Constituent Corporations may be served.

MODE OF EFFECTING MERGER

8. The mode of caring said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows;

9. Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning on March 31, 2008 being the effective date of this agreement, and ending on March 31, 2008 upon surrender to the corporation of the respective certificate for outstanding shares of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of 1 share of the surviving corporation for each 10 shares of the disappearing corporation, being a total issue of shares of the surviving corporation for the entire number of now issued and outstanding shares of the disappearing corporations; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one half (1/2) and if such fractional share shall be one half (1/2) or more, such holder shall be entitled to one (1) hold share in lieu of such fractional share.

REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATIONS:

PULLING OF INTEREST


10. The assets of disappearing corporation shall be reported in the accounts of the surviving corporation at the book value as of the effective date. The aggregate stated capital surplus, and earn surplus of the Constituent Corporation shall be, respectively, the stated capital, capital surplus, and earn surplus of the surviving corporation. The articles or certificate of incorporation of CONTADINA, INC., are attached hereto and made part hereof as Exhibit "A".

11. The articles of certificate of incorporation of PAN INTERNATIONAL, INC., the surviving corporation, as herein amended shall continue to be the articles of incorporation of the surviving corporation until amended as provided by law.

12. The bylaws of the Corporation of PAN INTERNATIONAL, INC. shall be the bylaws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

13. The surviving corporation through its Board of Directors, shall have the right empower to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desire to sell such shares to the corporation.



EFFECTIVE DATE OF AGREEMENT

14. This agreement shall become effective on March 31, 2008 in the manner provided by law. The term effective date wherever used in this agreement, shall mean the effective date herein described.

DIRECTORS RIGHT TO ABANDON MERGER

15. The Board of Directors of each of the Constituent Corporation shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this agreement.

EXECUTION

16. In witness whereof, the Constituent Corporation have cause of respective corporate names to be signed hereto, by the respective president and secretary, thereto dully authorized by the respective Board of Directors and its shareholders of the Constituent Corporations.

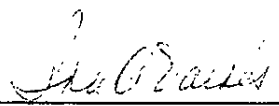
Signed, sealed and delivered in the presence of:

CONTADINA, INC.
A Florida Corporation

By:  President
Jose Anton Diaz

By:  Secretary
Jose Anton Diaz

PAN INTERNATIONAL, INC.
a Florida Corporation

By:  President
Ida A. ~~Valdez~~ Valdes

By:  Secretary
Carlos ~~Valdez~~ Valdes

CERTIFICATE:
(action without a meeting)

WE, Jose Anton Diaz, President of CONTADINA, INC., and Jose Anton Diaz, Secretary of CONTADINA, INC., do hereby certify:

1. That pursuant to the provisions of the laws of the state of Florida and the articles and bylaws of CONTADINA, INC., all of the Directors of CONTADINA, INC., consented in writing on March 31, 2008 to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of law of the state of Florida and pursuant to the articles and bylaws of CONTADINA, INC., the required percentage of the stockholders of CONTADINA, INC., consented in writing on March 31, 2008 to the adoption of the foregoing Agreement of Merger and authorize the President and Secretary of CONTADINA, INC., to execute said Agreement on its behalf.



Agreement of Merger

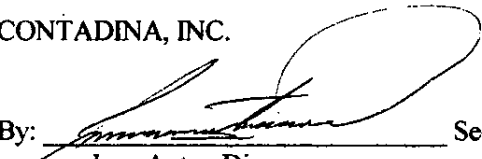
IN WITNESS WHEREOF, we have hereon to set our hands and seal this 28 day of March 2008.

Signed, sealed and delivered in the presence of:

CONTADINA, INC.

By:  President
Jose Anton Diaz

CONTADINA, INC.

By:  Secretary
Jose Anton Diaz

CERTIFICATE:
(action without a meeting)

WE, Ida A. Valdez, President of PAN INTERNATIONAL, INC., and Carlos Valdez, Secretary of PAN INTERNATIONAL, INC., do hereby certify:


1. That pursuant to the provisions of law of State of Florida and the articles and bylaws of PAN INTERNATIONAL, INC., all of the PAN INTERNATIONAL, INC., consented in writing on March 31, 2008 to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of law of State of Florida and pursuant to the articles and bylaws of PAN INTERNATIONAL, INC., the required percentage of the stockholders of PAN INTERNATIONAL, INC., consented in writing on March 31, 2008 to the adoption of the foregoing Agreement of Merger and authorize the President and Secretary of PAN INTERNATIONAL, INC., to execute said Agreement on its behalf.

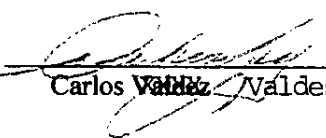
IN WITNESS WHEREOF, we have hereon to set our hands and seals this 31 day of March, 2008.

Signed, sealed and deliver in the presence of:

PAN INTERNATIONAL, INC., a Florida corporation

By:  President
Ida A. Valdez

PAN INTERNATIONAL, INC., a Florida corporation

By:  Secretary
Carlos Valdez