

M17649

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MERGER OR SHARE EXCHANGE

American Express Company (Mexico), S.A. de C.V.

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\* General Counsel acceptable in Mexico to sign

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMERICAN EXPRESS TRS INC., a Florida corp., M17649

INTO

**AMERICAN EXPRESS COMPANY (MEXICO), S.A. DE C.V.** entity not qualified  
in Florida

File date: December 26, 2001, effective January 1, 2002

Corporate Specialist: Susan Payne



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

December 27, 2001

AMERICAN EXPRESS TRS INC.  
200 VESEY STREET  
NEW YORK, NY 10285-4601US

SUBJECT: AMERICAN EXPRESS TRS INC.  
REF: M17649

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Darlene Connell  
Corporate Specialist

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**Special Messages:**

As discussed, enclosed is the Merger which we sent to your Electronic Filing Division on December 26<sup>th</sup>. We have revised the signature blocks as requested and need for this to be filed with the original December 26<sup>th</sup> filing date. Please call me if you have any questions.

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**ARTICLES OF MERGER**

**OF**

**AMERICAN EXPRESS TRS INC.**  
**(a Florida corporation)**

**AND**

**AMERICAN EXPRESS COMPANY (MEXICO), S.A. de C.V.**  
**(a company organized under the laws of Mexico)**

**EFFECTIVE DATE**  
1/1/02

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**01 DEC 26 PM 2:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide that:

- I. American Express TRS Inc., a Florida corporation ("TRSFL"), shall be merged with and into American Express Company (Mexico), S.A. de C.V., a company organized under the laws of Mexico ("AE Mexico"), which shall be the surviving entity.
- II. The merger shall become effective on January 1, 2002.
- III. The Plan of Merger, pursuant to which TRSFL shall be merged with and into AE Mexico, was approved by the Board of Directors of TRSFL by written consent dated December 19, 2001, pursuant to Section 607.0821 of the FBCA and was approved and adopted by the sole shareholder of TRSFL by written consent dated as of December 19, 2001 pursuant to Section 607.0704 of the FBCA. The Plan of Merger is attached hereto.
- IV. Pursuant to requirements of the laws of Mexico, the Plan of Merger was approved by the shareholders of AE Mexico, by written consent through an extraordinary shareholders meeting dated December 19, 2001.
- V. The address of the principal place of business of AE Mexico, the surviving entity, is: Avenida Patriotismo No. 635, Col. Ciudad de los Deportes, C.P.03710, Mexico City, federal District.
- VI. AE Mexico has agreed to appoint the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of TRSFL.
- VII. AE Mexico has agreed to promptly pay to the dissenting shareholders of TRSFL the amount, if any, to which the shareholders are entitled under Section 607.1302 of the FBCA.
- VIII. These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of TRSFL and AE Mexico by their authorized representatives as of December 19, 2001.

AMERICAN EXPRESS TRS INC.

By: 

Name: Luiz Compagno Junior  
under the Authority granted by the Special  
Power of Attorney dated November 14, 2001 by  
Directors Jay B. Stevelman and Norman P. Stephen

AMERICAN EXPRESS COMPANY (MEXICO),  
S.A. de C.V.

By: 

Name: Michel Chamlati Salem  
General Counsel

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### PLAN OF MERGER

The following plan of merger is submitted in compliance with Sections 607.1101 and 607.1105 of the Florida Business Corporation Act.

**SECTION 1. Parties.** The name and place of incorporation of each of the constituent corporations are:

- (i) American Express TRS Inc., a Florida corporation ("TRSFL"); and
- (ii) American Express Company (Mexico), S.A. de C.V., a company organized under the laws of Mexico ("AE Mexico").

**SECTION 2. The Merger.**

(a) The Merger (as hereinafter defined) shall become effective on January 1, 2002 (the "Effective Date").

(b) As of the Effective Date, TRSFL will be merged (the "Merger") with and into AE Mexico, which will be the surviving corporation (the "Surviving Corporation") and which will continue to exist under its present name and in accordance with Mexican law.

**SECTION 3. Manner and Basis of Converting Shares.** On the Effective Date, each share of TRSFL common stock, \$.01 par value ("TRSFL Common Stock"), issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive, upon the surrender by the holder of certificate(s) for TRSFL Common Stock, two hundred (200) newly and validly issued shares of capital stock of the Surviving Corporation and all TRSFL Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger, be cancelled.