

M52635

ARTICLES OF MERGER
Merger Sheet

MERGING:

DI ACQUISITION, INC., a Florida corporation, document number P97000025598

INTO

DINORALL CORPORATION, a Florida corporation, M52635

File date: May 27, 1997

Corporate Specialist: Karen Gibson

M52635
Sunstar Research
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. DI ACQUISITION INC
(Corporation Name) (Document #)
2. merging into
(Corporation Name) (Document #)
3. Dinorall Corporation
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
97 MAY 27 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

700002190957--0
-05/27/97--01007--015
****122.50 ****122.50

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

d/b/a O.K.
per K. Beyer

[Handwritten signature]

Examiner's initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1997

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: DINORALL CORPORATION
Ref. Number: M52635

Corrected
Please give us the
full date of
5/27
Thank you

We have received your document for DINORALL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 897A00028454

07/18/97
03/11/97

**ARTICLES OF MERGER
OF
DI ACQUISITION, INC.
INTO**

DINORALL CORPORATION, doing business as "Dinexim"

FILED
97 MAY 27 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, these Articles of Merger provide that:

1. DI Acquisition, Inc., a Florida corporation (the "Merged Corporation"), shall be merged with and into Dinorall Corporation, a Florida corporation, doing business as "Dinexim". Dinorall Corporation shall be the surviving corporation in the merger (the "Surviving Corporation").

2. The merger shall become effective on May 1, 1997.

3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by the directors and the shareholders of the Surviving Corporation and the Merged Corporation, in accordance with the laws of the State of Florida on May 1, 1997.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused these Articles of Merger to be executed by their respective officers as of the 1st day of May, 1997.

DI ACQUISITION, INC.

By: 

Antonio Bocalandro, President and Secretary

DINORALL CORPORATION

By: 

Name: Enrique Dillon

Title: President

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of this 1st day of May, 1997, by and between DI ACQUISITION, INC., a Florida corporation (the "Merged Corporation") and DINORALL CORPORATION, a Florida corporation doing business as "Dinexim" ("Dinexim" or the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation are hereinafter sometimes referred to as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merged Corporation to merge with and into the Surviving Corporation in accordance with the Florida Business Corporation Act (the "FBCA") and Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation in accordance with the terms and conditions of this Agreement and the provisions of Section 607.1104 of the FBCA (the "Merger"). The Surviving Corporation shall be the surviving corporation and shall continue its corporate existence under its current articles of incorporation. Upon the Effective Date (as hereinafter defined), the separate existence of DI Acquisition, Inc. shall cease.

2. Effective Date. The Merger shall become effective on May 1, 1997 (the "Effective Date").

3. Effect of Merger. Upon the Effective Date: (a) the Merged Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merged Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; and (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Corporation. Upon the Effective Date: (a) the articles of incorporation of Dinexim shall remain and continue as the articles of incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the by-laws of Dinexim shall remain and continue as the by-laws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of Dinexim shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified.

5. Conversion of Shares.

(1) Upon the Effective Date, each share of the common stock of the Merged Corporation, issued and outstanding immediately prior to the Effective Date (the "DI Common Stock"), shall be converted, without any action on the part of the holder thereof, into one validly issued, fully paid and non-assessable share of the common stock of the Surviving Corporation.

(2) Upon the Effective Date, the two thousand (2,000) shares of capital stock of Dinexim, issued and outstanding immediately prior to the Effective Date, shall be converted, without any action on the part of the holder thereof, into the right to receive shares of common stock, par value \$.001 per share, of CHS Electronics, Inc., a Florida corporation, in an amount determined pursuant to that certain Merger Agreement, dated March 18, 1997, between the shareholders of the Constituent Corporations.

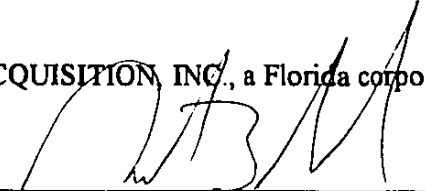
6. Articles of Merger. Upon the execution of this Plan of Merger, the parties shall promptly execute the Articles of Merger attached hereto and file the same with the Florida Secretary of State.

7. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

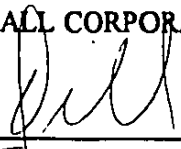
8. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

DI ACQUISITION, INC., a Florida corporation

By: 
Antonio Boccalandro, President and Secretary

DINORALL CORPORATION, a Florida corporation

By: 
Name: F. W. Dillo
Title: President