

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**M72763**

OASIS USA, Inc.

500002388435--0

-01/05/98--01054--004

\*\*\*\*157.50 \*\*\*\*122.50

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File *Cert*

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search *1/5*

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

9

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JAN -2 PM 4:07

FILED

98 JAN -2 PM 4:07

*Jon Menger*  
*C.C.*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

OASIS USA, INC., a Florida corporation, K59004

INTO

**FLORIDA/ALEXIS INC.**, a Florida corporation, M72763

File date: January 2, 1998

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER**

**OF**

**OASIS USA, INC.**

**WITH AND INTO**

**FLORIDA/ALEXIS INC.**

**FILED**

98 JAN -2 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger for the purposes of merging them into one of such corporations:

**ARTICLE I**

The Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein (the "Agreement") was duly approved by the Board of Directors of OASIS USA, INC., a Florida corporation ("First Corporation") and by the Board of Directors of FLORIDA/ALEXIS INC., a Florida corporation ("Surviving Corporation").

**ARTICLE II**

The First Corporation shall merge with and into FLORIDA/ALEXIS INC. with FLORIDA/ALEXIS INC. being the Surviving Corporation.

**ARTICLE III**

No changes to the Articles of Incorporation of the Surviving Corporation will be effected by the merger.

**ARTICLE IV**

No shareholder approval is required as to this merger.

**ARTICLE V**

The date of adoption of the Plan of Merger by the Board of Directors of the First Corporation and Surviving Corporation was December 24, 1997.

**ARTICLE VI**

The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Department of State.

OASIS USA, INC., a Florida corporation

By: 

Giulio Santoro, President

ATTEST 

Giulio Santoro  
Secretary

(CORPORATE SEAL)

FLORIDA/ALEXIS INC., a Florida corporation

By: 

Giulio Santoro, President

ATTEST 

Giulio Santoro  
Secretary

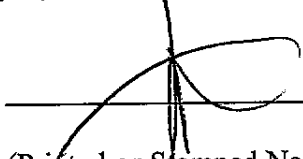
(CORPORATE SEAL)

[ACKNOWLEDGMENT ON FOLLOWING PAGE]

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF DADE )

Before me, a notary public, on this day personally appeared GIULIO SANTORO known to me to be the President of OASIS USA, INC., a Florida corporation, on behalf of the corporation. Said person is personally known to me or has presented a Florida Drivers License as identification and did take an oath.

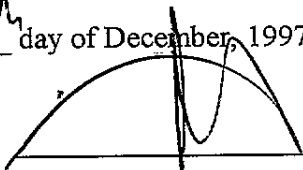
Given under my hand and seal of office this 24<sup>th</sup> day of December, 1997.

  
(Printed or Stamped Name)  
Notary Public, State of Florida  
OFFICIAL NOTARY SEAL  
My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC381930  
MY COMMISSION EXP. JULY 21, 1998

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF DADE )

Before me, a notary public, on this day personally appeared GIULIO SANTORO known to me to be the President of FLORIDA/ALEXIS INC., a Florida corporation, on behalf of the corporation. Said person is personally known to me or has presented a Florida Drivers License as identification and did take an oath.

Given under my hand and seal of office this 24<sup>th</sup> day of December, 1997.

  
(Printed or Stamped Name)  
Notary Public, State of Florida  
OFFICIAL NOTARY SEAL  
My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC381930  
MY COMMISSION EXP. JULY 21, 1998

**AGREEMENT AND PLAN OF MERGER  
OF OASIS USA, INC.  
INTO AND WITH  
FLORIDA/ALEXIS INC.**

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 24 day of December, 1997, pursuant to Section 607.1101 of the Florida Business Corporation Act, (the "Act") by and between OASIS USA, INC., a Florida corporation ("First Corporation"), and FLORIDA/ALEXIS INC., a Florida corporation ("Surviving Corporation").

**WITNESSETH:**

**WHEREAS**, the Board of Directors of the First Corporation deems it advisable and for the benefit of the First Corporation and its shareholders that the First Corporation merge into and with the Surviving Corporation; and

**WHEREAS**, the Board of Directors of the Surviving Corporation deems it advisable and for the benefit of the Surviving Corporation and its shareholders that the First Corporation merge into and with the Surviving Corporation; and

**WHEREAS**, the Board of Directors of the First Corporation has approved this Agreement by unanimous written consent pursuant to Section 607.0821 of the Act; and

**WHEREAS**, the Board of Directors of the Surviving Corporation has approved this Agreement by unanimous written consent pursuant to Section 607.0821 of the Act; and

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, and subject to the conditions hereinafter set forth, that the First Corporation be merged into and with the Surviving Corporation, that the corporate existence of the Surviving Corporation be continued under the name FLORIDA/ALEXIS INC.", and that thereafter the individual existence of the First



Corporation shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

1. Effective Date. The merger herein contemplated shall be effective as of the date of filing of the Articles of Merger merging the First Corporation into the Surviving Corporation with the Florida Department of State (the "Effective Date").

2. Terms of Merger. The terms and conditions of the merger are as follows:

(a) All of the assets and liabilities of the First Corporation shall be transferred to the Surviving Corporation in exchange for the cancellation of all First Corporation stock held by any stockholder of the First Corporation..

(b) No additional stock in the Surviving Corporation shall be issued to any stockholder of the First Corporation, nor shall any cash or other property issue.

(c) Upon the Effective Date, the separate existence of the First Corporation shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public or private nature, of the First Corporation; and all debts due on whatever account, including subscriptions to shares, and all other choses in action and all and every other interest of or belonging to or due to the First Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, both real and personal, tangible or intangible, rights and privileges, powers and franchises and all and every other interest shall thereafter effectively be the property of the Surviving Corporation as they were of the First Corporation. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of the First Corporation.

3. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments, assurances in law or any action is necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the First Corporation, the last acting officer of the First Corporation, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

4. Officers and Directors. The directors and officers of the Surviving Corporation shall continue in office until they resign or until their successors are elected and qualify.

5. Articles of Incorporation. From and after the Effective Date, the Articles of Incorporation of the First Corporation shall be deemed repealed and the Surviving Corporation shall continue to be governed by its existing Articles of Incorporation.

6. By-Laws. From and after the Effective Date, the By-laws of the First Corporation shall be deemed repealed and the Surviving Corporation shall continue to be governed by its existing By-laws.

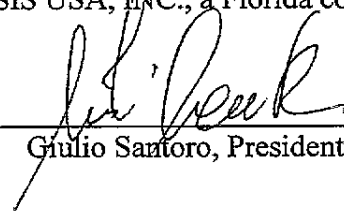
7. Filing of Articles of Merger. The approval and adoption of this Agreement by the Board of Directors of the First Corporation and Surviving Corporation shall be recorded in the minutes of their respective meetings at which, or in the resolutions respectively adopted by unanimous consent action by which, such adoption and approval was effectuated; and, the First Corporation and Surviving Corporation shall submit the Articles of Merger incorporating the terms of this Agreement for filing and recording in accordance with the applicable laws of the State of Florida and will deliver



will deliver the Articles of Merger incorporating the terms of this Agreement to the Department of State of Florida for filing and recording pursuant to Section 607.1105 of the Act.

**IN WITNESS WHEREOF**, the undersigned, being duly authorized officers, have executed this Agreement and Plan of Merger on behalf of the First Corporation and Surviving Corporation as of the date hereinabove first written.

OASIS USA, INC., a Florida corporation

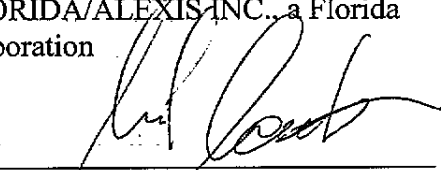
By:   
Giulio Santoro, President


ATTEST 

Giulio Santoro  
Secretary

(CORPORATE SEAL)

FLORIDA/ALEXIS INC., a Florida corporation

By:   
Giulio Santoro, President

ATTEST 

Giulio Santoro  
Secretary

(CORPORATE SEAL)

R:\20441\17001\DOCS\planofmerger