

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FOWLER, WHITE, BURNETT, ET AL
Account Number : 071250001512
Phone : (305) 789-9200
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MERGER OR SHARE EXCHANGE

ALINDEL, INC.

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
BRACO, INC.
INTO
ALINDEL, INC.

Pursuant to the provisions of Section 607.1105 Florida Statutes, these Articles of Merger provide that:

1. Braco, Inc., a Florida corporation, shall be merged with and into Alindel, Inc., a Florida corporation, which shall be the surviving corporation.

2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and shareholders of Braco, Inc. by written consent dated APRIL 14, 2006, and by the directors and shareholders of Alindel, Inc., by written consent dated APRIL 14, 2006.

3. The merger shall become effective on the day the Articles of Merger have been filed by the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of APRIL 14, 2006.

BRACO, INC., a Florida corporation

By: Mildred de Lima
Mildred de Lima, as President

ALINDEL, INC., a Florida corporation

By: Jaime de Lima
Jaime de Lima, as President

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STATE OF FLORIDA)
)
 COUNTY OF MIAMI-DADE)

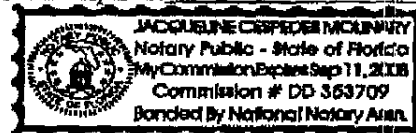
The foregoing instrument was acknowledged before me this 17TH day of APRIL, 2006, by Mildred de Lima, as President, of Braco, Inc., a Florida corporation, on behalf of the corporation, ☒ who is personally known to me or ☐ who has produced _____ as identification.

Jacqueline Cespedes Molinary
 Notary Public, STATE OF FLORIDA

Print Name: JACQUELINE CESPEDES MOLINARY

My Commission Expires: _____

STATE OF FLORIDA)
)
 COUNTY OF MIAMI-DADE)

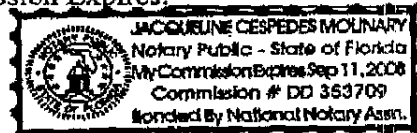


The foregoing instrument was acknowledged before me this 17TH day of APRIL, 2006, by Jaime de Lima, as President, of Alindel, Inc., a Florida corporation, on behalf of the corporation, ☒ who is personally known to me or ☐ who has produced _____ as identification.

Jacqueline Cespedes Molinary
 Notary Public, STATE OF FLORIDA

Print Name: JACQUELINE CESPEDES MOLINARY

My Commission Expires: _____



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EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") is made this 14 day of APRIL, 2006, by and between ALINDEL, INC., a Florida corporation, and BRACO, INC., a Florida corporation, said corporations hereinafter collectively referred to as "Constituent Corporations."

WITNESSETH:

WHEREAS, Alindel, Inc., was duly incorporated in the State of Florida and has authorized capital stock of Seven Thousand Five Hundred (7,500) shares, \$1.00 par value, of common stock, all of which are entitled to vote, and of which One Thousand (1,000) shares are owned by Jaime de Lima and Linda B. de Lima and Five Hundred (500) shares are owned by NALC Corporation, a British Virgin Islands corporation; and

WHEREAS, Braco, Inc., was duly incorporated in the State of Florida and has authorized capital stock of Seven Thousand Five Hundred (7,500) shares, \$1.00 par value per share, of common stock, all of which are entitled to vote, and of which One Hundred (100) shares are owned by NALC Corporation; and

WHEREAS, the respective Boards of Directors and Shareholders of the Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, and have adopted Resolutions on APRIL 14, 2006, which provide that pursuant to the provisions of the Florida Business Corporation Act of the State of Florida, Braco, Inc. (the

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"Merging Corporation") be merged with and into Alindel, Inc. (the "Surviving Corporation") in order to combine the assets and business of the Constituent Corporations for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

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 set forth hereinbelow:

1. RECITALS. The recitals hereinabove are true and correct and are incorporated herein.

2. AGREEMENT TO MERGE. The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. NAME OF MERGED CORPORATION. The name of the Surviving Corporation shall continue to be Alindel, Inc.

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4. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger will be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect.

5. BYLAWS. The Bylaws of the Surviving Corporation upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect.

6. DIRECTORS AND OFFICERS. The directors and officers in office of the Surviving Corporation upon the Effective Date of the merger shall continue as the Directors and Officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation .

7. MODE OF EFFECTING MERGER. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

NALC Corporation shall receive an additional Five Hundred (500) shares of the Surviving Corporation in exchange for its One Hundred (100) shares of the Merging Corporation, and a new share certificate shall be issued by the Surviving Corporation to reflect this increased ownership interest of NALC Corporation after the Effective Date. Upon the Effective Date of the merger, NALC Corporation, the sole shareholder of the Merging Corporation, shall surrender its certificate or certificates to the Surviving Corporation and such certificate or certificates shall be canceled. The issued and outstanding shares of the Surviving Corporation as of the Effective Date, including the new share certificate issued to NALC

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Corporation, shall thereafter constitute all of the issued and outstanding stock in such Surviving Corporation.

8. ADOPTION OF PLAN. Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all the shareholders and all of the directors of the Surviving Corporation and by all of the shareholders and all of the directors of the Merging Corporation.

9. EXECUTION OF DOCUMENTS. In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act of the State of Florida, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. AUTHORIZATION OF DIRECTORS AND OFFICERS. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

11. EFFECTIVE DATE. This Plan shall become effective on the day that the Articles of Merger have been filed by Secretary of State of Florida. The term "Effective Date", wherever used in this Plan, shall mean the Effective Date herein described. Neither of the


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Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Corporations may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. RIGHT TO ABANDON MERGER. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective Presidents or Vice Presidents, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.

ALINDEL, INC., a Florida corporation

By: 
Jaime de Lima, President

BRACO, INC., a Florida corporation

By: 
Mildred de Lima, President