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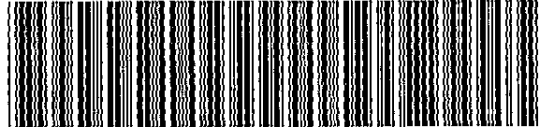
(Business Entity Name)

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05 DEC 30 AM 11:05
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Meigs
S. Coulllette DEC 30 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 786716 83930A
AUTHORIZATION : *Spuddean*
COST LIMIT : \$ 113.75

ORDER DATE : December 30, 2005
ORDER TIME : 10:11 AM
ORDER NO. : 786716-005
CUSTOMER NO: 83930A

ARTICLES OF MERGER

ECHION, N.V.
QUARTZ, N.V.

INTO

ECHION U.S.A., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

To: Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Date Paid: _____, 2005

Filing Fee: \$ _____

**ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS
INTO
ECHION U.S.A., INC.**

2005 DEC 30 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of Merger for the purpose of merging them into one of the corporation:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Corporation</u>
Echion, N.V.	Netherlands Antilles
Quartz, N.V.	Netherlands Antilles
Echion U.S.A., Inc.	State of Florida

Echion U.S.A., Inc. is the surviving corporation.

2. The laws of the Netherlands Antilles, under which the constituent foreign corporations are organized permit merger.

3. The name of the surviving corporation is Echion U.S.A., Inc., and it is to be governed by the laws of the State of Florida.

4. The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, shall become effective as of the date the Articles of Merger are filed with the Florida Department of State, and was approved by the undersigned foreign corporations in the manner prescribed by the laws of the Netherlands Antilles, under which they are organized.

5. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Designation of Class	Number of Shares
Echion, N.V.	15,000	Capital Stock	30,000
Quartz, N.V.	15,000	Capital Stock	30,000
Echion U.S.A., Inc.	880	Capital Stock	1,000

6. As to each of the undersigned corporations, the total number of shares voted for and against the Plan, respectively, and, as to each class entitled to vote as a class, the number of shares that voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
Echion, N.V.	15,000	-0-	-0-	-0-	-0-
Quartz, N.V.	15,000	-0-	-0-	-0-	-0-
Echion U.S.A., Inc.	880	-0-	-0-	-0-	-0-

Dated: Dec 29, 2005

ECHION, N.V., a Netherlands Antilles Corporation

Esra L. McGlynn
 Signature of Witness
ESRA L. MCGLYNN

Name of Witness:
Anne Marie De Olden
 Signature of Witness

Anne Marie De Olden
 Name of Witness

By: *[Signature]* *atony - fact*
 Daniel Hotte, Attorney In Fact

STATE OF FLORIDA)
§
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, as the Attorney-In-Fact of Echion, N.V., personally known to me and known by me to be the person (s) described in and who executed the foregoing instrument and who produced a FLA. drivers license as identification and did not take an oath, and acknowledged before me that he executed the same for the purposes set forth in said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29th day of December, 2005, in the County and State aforesaid.

Anne Marie DeOlden (SEAL)

NOTARY PUBLIC

My commission expires:



Anne Marie DeOlden
My Commission DD242053
Expires December 08, 2007

QUARTZ, N.V., a Netherland Antilles Corporation

ESRA L. MCGLYNN
Signature of Witness

Name of Witness:

Anne Marie DeOlden
Signature of Witness
Anne Marie De Olden

Name of Witness

By: Daniel Hotte Attorney-In-Fact
Daniel Hotte, Attorney-In-Fact

STATE OF FLORIDA)
§
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, as the Attorney-In-Fact of Quartz, N.V., personally known to me and known by me to be the person (s) described in and who executed the foregoing instrument and who produced a FLA. drivers license as identification and did not take an oath, and acknowledged before me that he executed the same for the purposes set forth in said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29th day of December, 2005, in the County and State aforesaid.

Anne Marie DeOlden (SEAL)

NOTARY PUBLIC

My commission expires:



Anne Marie DeOlden
My Commission DD242053
Expires December 08, 2007

E. L. McGlynn
Signature of Witness
ESRA L. MCGLYNN

ECHION, U.S.A., INC., a Florida Corporation

Name of Witness:
Anne Marie De Olden
Signature of Witness
Anne Marie De Olden
Name of Witness

By: *Daniel Hotte*
Daniel Hotte, President

STATE OF FLORIDA)
 §
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, as the President of Echion U.S.A., Inc., personally known to me and known by me to be the person (s) described in and who executed the foregoing instrument and who produced a FLA. drivers license as identification and did not take an oath, and acknowledged before me that he executed the same for the purposes set forth in said instrument.

29th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of December, 2005, in the County and State aforesaid.

Anne Marie De Olden (SEAL)
NOTARY PUBLIC

My commission expires:  Anne Marie De Olden
My Commission DD242053
Expires December 08, 2007

PLAN OF MERGER

BETWEEN

ECHION U.S.A., INC.
(a Florida Corporation)

AND

ECHION, N.V.

AND

QUARTZ, N.V.

(both Foreign Profit Netherlands Antilles Corporations)

PLAN OF MERGER, dated as of the 1st day of December, 2005, between **ECHION U.S.A., INC.**, (Document No. M89579) a Florida corporation, referred to as the surviving corporation, and **ECHION, N.V.** (Document No. 858282) and **QUARTZ, N.V.** (Document No. Q08954), (both foreign profit Netherlands Antilles corporations), referred to as the absorbed corporations.

STIPULATIONS

A. Echion U.S.A., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8890 W. Oakland Park Boulevard, Suite 201, Sunrise, FL 33351.

B. Echion U.S.A., Inc., has a capitalization of \$1,000.00 = 1,000 authorized shares of \$1.00 common stock, of which 880 shares are issued and outstanding.

C. Echion, N.V., is a corporation organized and existing under the laws of the Netherlands Antilles, with its principal office at 8890 W. Oakland Park Boulevard, Suite 201, Sunrise, FL 33351, and is qualified to do business as a foreign corporation in the State of Florida.

D. Quartz, N.V., is a corporation organized and existing under the laws of the Netherlands Antilles, with its principal office at 8890 W. Oakland Park Boulevard, Suite 201, Sunrise, FL 33351, and is qualified to do business as a foreign corporation in the State of Florida.

E. Echion, N.V., has a capitalization of \$30,000 = 30,000 authorized shares of \$1.00 common stock of which 15,000 shares are issued and outstanding.

F. Quartz, N.V., has a capitalization of \$30,000 = 30,000 authorized shares of \$1.00 common stock of which 15,000 shares are issued and outstanding.

G. The boards and directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Echion, N.V., and Quartz, N.V., be merged into Echion U.S.A., Inc., pursuant to the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree, as follows:

Section One. Merger. Echion, N.V., and Quartz, N.V., shall merge with and into Echion, U.S.A., Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporations shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporations, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporations, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is, as follows:

(a) Each share of the \$1.00 common stock of Echion, N.V., issued and outstanding on the effective date of the merger shall be converted into 60 shares of the \$1.00 common stock of Echion, U.S.A., Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) Each share of the \$1.00 common stock of Quartz, N.V., issued and outstanding on the effective date of the merger shall be converted into 60 shares of the \$1.00 common stock of Echion, U.S.A., Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(c) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled, as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(d) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation, until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them, under this plan, which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for such shareholder's shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger or are amended and changed, as follows: None.

Section Five. Changes in Bylaws. The Bylaws of the surviving corporation shall continue to be its Bylaws following the effective date of the merger or are amended and changed, as follows: None.

Section Six. Directors and Officers. The Directors and Officers of the surviving corporation on the effective date of the merger shall continue as the Directors and Officers of the surviving corporation for the full unexpired terms of their offices and, until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. None of the 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.

Section Eight. Approval by Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporation in the manner provided by the applicable laws of the State of Florida, at meetings to be held on or before December 31, 2005, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date, when Articles of Merger are filed by the Florida Department of State or [add foreign jurisdictions requirements, if applicable, N/A, whichever is later].


Section Ten. Abandonment of Merger. This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporations at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 2005; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of their respective boards of directors on the date first above written.



Signature of Witness

ESRA L. MCGLYNN

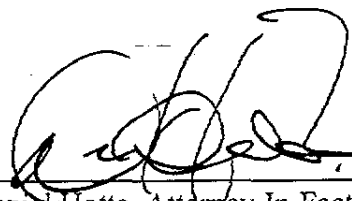
Name of Witness:



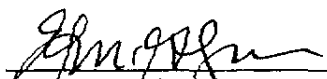
Signature of Witness

Name of Witness

ECHION, N.V., a Netherlands Antilles Corporation

By:  *attorney in fact*

Daniel Hotte, Attorney-In-Fact



Signature of Witness

ESRA L. MCGLYNN

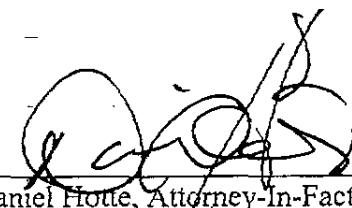
Name of Witness:



Signature of Witness

Name of Witness

QUARTZ, N.V., a Netherlands Antilles Corporation

By:  *attorney in fact*

Daniel Hotte, Attorney-In-Fact

Esra L. McGlynn
Signature of Witness
ESRA L. MCGLYNN

Name of Witness:
Anne Marie De Olden
Signature of Witness
Anne Marie De Olden
Name of Witness

ECHION, U.S.A., INC., a Florida Corporation

By: *Daniel Hotte*
Daniel Hotte, President

Attest: *John E. Hotte*, Sec.
John E. Hotte, Secretary


STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, as the Attorney In Fact of Echion, N.V., personally known to me and known by me to be the person (s) described in and who executed the foregoing instrument and who produced a FLA. drivers license as identification and did not take an oath, and acknowledged before me that he executed the same for the purposes set forth in said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29th day of December, 2005, in the County and State aforesaid.

Anne Marie De Olden (SEAL)
NOTARY PUBLIC
My commission expires:


STATE OF FLORIDA)
COUNTY OF BROWARD)

 Anne Marie DeOlden
My Commission DD242053
Expires December 08, 2007

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, as the Attorney In Fact of Quartz, N.V., personally known to me and known by me to be the person (s) described in and who executed the foregoing instrument and who produced a FLA. drivers license as identification and did not take an oath, and acknowledged before me that he executed the same for the purposes set forth in said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29th day of December, 2005, in the County and State aforesaid.

Anne Marie De Olden (SEAL)
NOTARY PUBLIC
My commission expires:

 Anne Marie DeOlden
My Commission DD242053
Expires December 08, 2007

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, as the President of Echion U.S.A., Inc., and John F. Hotte, as Secretary of Echion U.S.A., Inc., personally known to me and known by me to be the person(s) described in and who executed the foregoing instrument and who produced a FLA. drivers license as identification and did not take an oath, and acknowledged before me that he executed the same for the purposes set forth in said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 8th day of December, 2005, in the County and State aforesaid.

 (SEAL)
NOTARY PUBLIC

My commission expires:



Anne Marie DeOlden
My Commission DD242053
Expires December 08, 2007