

# P00000031363

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## MERGER OR SHARE EXCHANGE

### CCC ACQUISITION, INC.

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Page Count	06
Estimated Charge	\$87.50

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

YAM INTERNATIONAL COMMUNICATIONS INC.

INTO

CCC ACQUISITION, INC. which changed its name to

**YAM INTERNATIONAL COMMUNICATIONS INC.,** a Florida entity,  
P00000031363

File date: August 1, 2000

Corporate Specialist: Karen Gibson



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

August 1, 2000

YAM INTERNATIONAL COMMUNICATIONS INC.  
6003 NW 31ST AVENUE  
FT. LAUDERDALE, FL 33309

SUBJECT: YAM INTERNATIONAL COMMUNICATIONS INC.  
REF: P94000008249

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporata Specialist

FAX Aud. #: H00000040327  
Letter Number: 400A00041722

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF MERGER  
OF  
CCC ACQUISITION, INC.  
AND  
YAM INTERNATIONAL COMMUNICATIONS, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **YAM INTERNATIONAL COMMUNICATIONS INC.**, a Florida corporation (the "Disappearing Corporation"), and **CCC ACQUISITION, INC.** a Florida corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger, dated as of March 28, 2000 between the Surviving Corporation, the Disappearing Corporation, Commercial Consolidators Corp., a corporation existing under the laws of the province of Alberta and the sole shareholder of the Surviving Corporation, and Yossi Vanon and Shani Sasson, who are all the holders of the outstanding capital stock of the Disappearing Corporation, setting forth the plan of merger whereby the Disappearing Corporation will merge with and into the Surviving Corporation (the "Plan of Merger").
2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of the date on which these Articles of Merger are filed with the Florida Department of State.
3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole shareholder and the sole director of the Surviving Corporation by written consent on the 31<sup>st</sup> day of July, 2000, and approved by all the shareholders and all the directors of the Disappearing Corporation on the 31<sup>st</sup> day of July, 2000.
4. **Amendment of Articles of Incorporation.** Article I of the Articles of Incorporation of the Surviving Company shall be amended in its entirety to read as follows:

"The name of the corporation is YAM International Communications Inc."

**[SIGNATURES ON FOLLOWING PAGE]**

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THIS DOCUMENT PREPARED BY:  
JOSEPH L EMAS, ESQUIRE  
FL BAR NO. 0004952  
BROAD AND CASSEL  
201 S. Biscayne Boulevard, Suite 3000  
Miami, FL 33131  
(305) 373-9467

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of CCC Acquisition, Inc. and Yam International Communications Inc. by their respective duly authorized officers, on July 31, 2000.

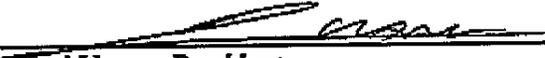
"SURVIVING CORPORATION"

CCC ACQUISITION, INC.,  
a Florida corporation

By:   
Michael Weingarten, President

"DISAPPEARING CORPORATION"

YAM INTERNATIONAL COMMUNICATIONS  
INC., a Florida corporation

By:   
Yossi Varon, President

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EXHIBIT A  
PLAN OF MERGER

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan") is entered into as of March 28, 2000 between **COMMERCIAL CONSOLIDATORS CORP.**, a corporation existing under the laws of the Province of Alberta ("Commercial"), parent company of **CCC ACQUISITION, INC.**, a Florida corporation ("Acquisition"), **YAM INTERNATIONAL COMMUNICATIONS INC.**, a Florida corporation (the "Corporation"), and **YOSSI VANON** and **SHANI SASSON**, who are all the holders of all of the outstanding capital stock of the Corporation (the "Shareholders").

**WHEREAS**, pursuant to the terms and subject to the conditions of a certain Agreement and Plan of Merger (the "Merger Agreement"), Commercial will acquire the Corporation, through the merger (the "Merger") of the Corporation with and into Acquisition; and

**WHEREAS**, the respective Boards of Directors of Commercial, Acquisition and the Corporation as well as the Shareholders have determined that the transactions described herein are in the best interests of the parties and their respective shareholders and have approved the transactions described in the Merger Agreement and herein.

**NOW, THEREFORE**, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

**PLAN OF MERGER**

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Florida Business Corporation Act (the "Florida Act"), at the Effective Time, the Corporation shall be merged with and into Acquisition. As a result of the Merger, the separate existence of the Corporation shall thereupon cease, and Acquisition shall continue as the surviving corporation of the Merger (the "Surviving Corporation").
2. The articles of incorporation of Acquisition as in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation after the Effective Time (as defined below).
3. The by-laws of Acquisition as in effect at the Effective Time shall be the bylaws of the Surviving Corporation after the Effective Time (as defined below).
4. The Merger shall have the effects set forth in Section 607.1106 of the Florida Act.
5. The Merger shall become effective on the date and at the time on which properly executed articles of merger are filed with the Secretary of State of the State of Florida (the "Effective Time").
6. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, the shares of the constituent corporations shall be converted as follows:
  - (a) Each of the shares of the capital stock of Acquisition issued and outstanding immediately prior to the Effective Time shall remain

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outstanding as one share of common stock of the Surviving Corporation; and

- (b) Each outstanding share of the Corporation's Common Stock held by the Shareholders shall be converted into cash and/or shares of Common Stock of Commercial in accordance with the provisions of Section 2.01 of the Merger Agreement.

IN WITNESS WHEREOF the parties hereto have duly executed this Plan of Merger under seal as of the day and year first above written.

**CORPORATION:**

Yam International Communications Inc., a Florida corporation

By: [Signature]  
 Name: YOSSI VANON  
 Title: PRP

**ACQUISITION:**

CCC Acquisition, Inc., a Florida corporation

By: [Signature]  
 Name: Michael Weingarten  
 Title: President

**SHAREHOLDERS:**

[Signature]  
 Yossi Vanon

[Signature]  
 Shari Sasson

**COMMERCIAL:**

Commercial Consolidators Corp., an Alberta corporation

By: [Signature]  
 Name: Michael Weingarten  
 Title: President

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