

PO000000 47272

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Susana Rice Roque
Robert J. Ortiz

November 28, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-12/04/00--01120--001
*****78.75 *****78.75

RE: Articles of Merger
32nd AVENUE EXXON, INC.

Dear Sir or Madam:

Enclosed herein, please find for filing the Articles of Merger, Plan of Merger, and Acceptance of Registered Agent, for the surviving company, 32nd Avenue Exxon, Inc. Please also note that the principal mailing address of the surviving corporation is indicted in the Acceptance.

I have also enclosed a check in the amount of \$78.75, which includes payment for the filing fee and a certified copy. Please mail the certified copy to the address on our letterhead.

Should you require any additional information or documentation, please do not hesitate to contact me at (305) 670-1144. Until then, I remain,

Sincerely yours,


Susana Rice Roque, Esq.
encl.

FILED
00 DEC -4 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN DEC 11 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

MC PETROLEUM INC., a Florida corporation, P00000085240

INTO

32ND. AVE. EXXON, INC., a Florida entity, P00000047272

File date: December 4, 2000

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
(Profit Corporations)

FILED
00 DEC - 4 AM 11: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
32 nd Ave. Exxon, Inc.	Florida

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
MC Petroleum, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR N/A / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation – (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on
November 10, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
_____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on
November 10, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
_____ and shareholder approval was not required.

(Attached additional sheets if necessary)

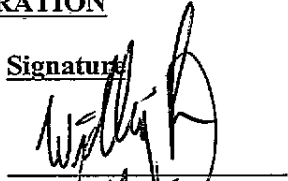
SIGNATURES FOR EACH CORPORATION

Name of corporation

Signature

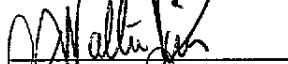
Printed name/title

32nd Ave. Exxon, Inc.



William Rios-President

32nd Ave. Exxon, Inc.



Walter Rios-Secretary

MC Petroleum, Inc.



Margarita Chaimowicz
President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>32nd Ave. Exxon, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>MC Petroleum, Inc.</u>	<u>Florida</u>

Third: The terms and conditions of the merger are as follows:

The surviving corporation (32nd Ave. Exxon, Inc.) shall operate and be managed according to the corporate documents of 32nd Ave. Exxon, Inc., as such corporation existed immediately prior to the merger, which such documents includes the Articles of Incorporation, subject to the following changes and/or amendments:

The principal place of business and mailing address of the surviving corporation shall be 1121 SW 32nd Avenue, Miami, Florida 33135.

The registered agent and address shall be changed to Andrew Cuevas, 536 Biltmore Way, Coral Gables, Florida 33134

The Officers and Directors of the surviving corporation shall be as follows:

President/Vice-President/Secretary/Treasurer shall be:
Margarita Chaimowicz-1121 SW 32nd Avenue, Miami, Florida 33135.

Fourth: The manner and basis of the converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each shareholder of MC Petroleum, Inc., shall be issued shares of 32nd Ave. Exxon, Inc., according to the shareholders percentage interest in M.C. Petroleum, Inc., that existed immediately prior to the merger. The manner and basis of acquiring shares to 32nd Ave. Exxon, Inc., shall hereafter be governed by the Articles and Bylaws and corporate documents of 32nd Ave. Exxon, Inc.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Other provisions relating to the merger are as follows:

N/A

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

32nd AVE. EXXON, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 1121 SW 32nd Avenue, Miami, Florida 33135, has named Andrew Cuevas, Esq. as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

President/Vice-President/Secretary/Treasurer shall be:

Margarita Chaimowicz
1121 SW 32nd Avenue
Miami, Florida 33135.

ACCEPTANCE:

I agree as 32nd AVE. EXXON, INC. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

Andrew Cuevas, Esq.
CUEVAS & RUBIN, P.A.
536 Biltmore Way
Miami, Florida 33134

BY: 

Andrew Cuevas, as President