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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DEL CONCA USA, INC.

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ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Del Conca USA, Inc.</u>	<u>Illinois</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Del Conca USA, Inc.</u>	<u>Florida</u>	<u>P00000054452</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____ / _____ / _____ (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 June 15, 2004

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 June 15, 2004

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

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & Title

Del Conca USA, Inc.
(an Illinois Corporation)



Enzo Donald Mulazoni, President

Del Conca USA, Inc.
(a Florida Corporation)



Enzo Donald Mulazoni, President

PLAN OF MERGER

The Plan of Merger for merging Del Conca USA, Inc., a Florida corporation, with and into Del Conca USA, Inc., an Illinois corporation, is as follows:

1. Del Conca USA, Inc., an Illinois corporation, and Del Conca USA, Inc., a Florida corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the Business Corporation Act of the State of Illinois, be merged as a single corporation. Following the merger, Del Conca USA, Inc., an Illinois corporation, shall continue to exist as the surviving corporation, under its present name, pursuant to the provisions of the Business Corporation Act of the State of Illinois, and the separate existence of Del Conca USA, Inc., a Florida corporation, shall cease, in accordance with the provisions of the Florida Business Corporation Act. Del Conca USA, Inc., an Illinois corporation, is sometimes hereinafter referred to as the "surviving corporation" and Del Conca USA, Inc., a Florida corporation, is sometimes hereinafter referred to as the "terminating corporation."
2. The certificate of incorporation of Del Conca USA, Inc., an Illinois corporation, as of the effective date of the merger, shall be the certificate of incorporation of the surviving corporation and shall continue in full force and effect, unless and until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of Illinois.
3. The by-laws of Del Conca USA, Inc., an Illinois corporation, as of the effective date of the merger, shall be the by-laws of the surviving corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Illinois.
4. The directors and officers in office of Del Conca USA, Inc., an Illinois corporation, as of the effective date of the merger shall continue to be the members of the board of directors and the 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 by-laws of the surviving corporation.
5. The issued and outstanding shares of the terminating corporation shall be cancelled, as of the effective date of the merger, and shall not be converted into or exchanged for any shares of the surviving corporation. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share, as of the effective date of the merger, shall continue to be and represent one issued and outstanding share of the surviving corporation.
6. This Plan of Merger shall be submitted to the shareholders of the terminating corporation and the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act and the Business Corporation Act of the State of Illinois.

7. In the event this Plan of Merger is approved by the respective shareholders of the surviving corporation and the terminating corporation in the manner prescribed by the Florida Business Corporation Act and of the Business Corporation Act of the State of Illinois, the terminating corporation and the surviving corporation will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Illinois, and will cause to be performed all necessary acts to effectuate the merger.

8. The board of directors and the officers of the surviving corporation and terminating corporation, respectively, shall do any and all acts and things and make, execute, deliver, file and/or record any and all instruments, papers and documents which may be or become necessary, proper or convenient to carry out or put into effect the provisions of this Plan of Merger.

9. The merger shall be effective on the date specified in the Florida Business Corporation Act and the Business Corporation Act of the State of Illinois.