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Division of Corporations

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MERGER OR SHARE EXCHANGE

TOTORILLA CORP.

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Merger

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P. 002/004

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ARTICLES OF MERGER
OF
TOTORILLA CORP.
AND
TOTORILLA II CORP.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation is:

NAME:

JURISDICTION

Totorilla Corp.

Florida

2. The name and jurisdiction of each merging corporation is:

NAME

JURISDICTION

Totorilla Corp.

Florida

Totorilla II Corp.

Florida

3. The Plan of Merger is attached hereto as Exhibit "A".
4. The merger shall become effective on December 4, 2003.
5. The Plan of Merger was adopted by the sole shareholder of the surviving corporation

on the 3rd day of December, 2003.

6. The Plan of Merger was adopted by the sole shareholder of the merging corporation on the 3rd day of December, 2003.

TOTORILLA CORP.

By: 

Patricio Valenzuela Larranaga, President

TOTORILLA II CORP.

By: 

Patricio Valenzuela Larranaga, President

PLAN OF MERGER

PLAN OF MERGER adopted on December 3, 2003 by Totorilla II Corp. ("Totorilla II") a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date, and adopted on December 3, 2003 by Totorilla Corp. ("Totorilla") a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. Totorilla II and Totorilla shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, Totorilla, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the amended name of Totorilla Corp., pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of Totorilla II, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

2. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is 100 shares, all of which are of one class and are common shares, all of which are entitled to vote.

4. 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 until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and the officers in office of the surviving corporation upon the effective date of the merger shall be members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until such election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted into any manner, but each said share which is issued as of the effective day of the merger shall continue to represent one issued share of the surviving corporation.


7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the laws of the State of Florida, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the laws of the State of Florida, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of the incorporation of the surviving corporation, the terminating 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.

9. The Board of Directors and the proper officers of the terminating 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 Plan of Merger or of the merger herein provided for.

10. The effective date of the merger shall be December 4, 2003.

TOTORILLA II CORP.

By: 
Patricio Valenzuela Larranaga, President

TOTORILLA CORP.

By: 
Patricio Valenzuela Larranaga, President