

Division of Corporations

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P00000069560

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

KATALYX, INC.

02 DEC 31 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

KATALYX CONSTRUCTION, LLC, A FLORIDA LIMITED LIABILITY COMPANY
(L00000007528)

INTO

KATALYX, INC., a Florida entity, P00000069560

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TALLAHASSEE, FLORIDA

File date: December 31, 2002

Corporate Specialist: Diane Cushing

DEC. -31' 02 (TUE) 01:16

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T-448 P.038/045 F-201

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02 DEC 31 PM 4:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
KATALYX CONSTRUCTION, LLC, a Florida limited liability company
L0000000 7528
INTO
KATALYX, INC., a Florida corporation
P000000 69560

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "FBCA") and Section 608.4382 of the Florida Limited Liability Company Act ("the "FLLCA"), Katalyx, Inc., a Florida corporation (the "Surviving Entity"), and Katalyx Construction, LLC, a Florida limited liability company ("Construction"), hereby adopt the following Articles of Merger for the purpose of merging Construction with and into Surviving Entity (the "Merger"). This Merger is permitted under the laws of Florida and is not prohibited by the articles of incorporation or the shareholders' agreement of the Surviving Entity that is a party to this Merger.

FIRST: The plan of merger, pursuant to Section 608.438 of the FLLCA and Section 607.1108 of the FBCA, is as set forth in these Articles of Merger, including Exhibit A hereto (the "Plan of Merger").

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of Construction or the Surviving Entity, Construction shall be merged with and into Surviving Entity, with Surviving Entity being the surviving entity of the Merger and the separate existence of Construction shall thereupon cease. The Merger shall have the effects set forth in Section 607.11101 of the FBCA and Section 608.4383 of the FLLCA, and all property, rights, privileges, policies and franchises of each of the Surviving Entity and Construction shall vest in the Surviving Entity and all debts, liabilities and duties of each of the Surviving Entity and Construction shall become the debts, liabilities and duties of the Surviving Entity.

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THIRD: The articles of incorporation of the Surviving Entity as in effect immediately prior to the Effective Time shall be the articles of organization of the Surviving Entity thereafter, unless and until amended in accordance with applicable law.

FOURTH: The shareholders' agreement of the Surviving Entity in effect immediately prior to the Effective Time shall be the shareholders' agreement of the Surviving Entity thereafter, unless and until amended in accordance with applicable law.

FIFTH: The officers and directors of the Surviving Entity immediately prior to the Effective Time shall become the officers and directors of the Surviving Entity at the Effective Time, each to hold thereafter a directorship and/or office of the Surviving Entity, until their respective successors are duly elected and qualified or until their tenure is otherwise terminated in accordance with the articles of incorporation and the shareholders' agreement of the Surviving Entity.

SIXTH: The Plan of Merger was approved (i) in accordance with Section 608.4381 of the FLLCA, (A) by the unanimous written consent of the managers of Construction dated as of December 30, 2002, and (B) by the written consent of the sole member of Construction dated as of December 30, 2002, and (ii) in accordance with Section 607.1103 of the FBCA, (A) by the unanimous written consent of the Board of Directors of the Surviving Entity dated as of December 30, 2002, and (B) by the written consent of the sole shareholder of all the outstanding shares of capital stock of the Surviving Entity dated as of December 30, 2002.

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EXHIBIT A
IN WITNESS WHEREOF, each of Construction and the Surviving Entity have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, on this 30 day of December 2002.

KATALYX, INC.
a Florida Corporation

By: 
Eliseo Sánchez Trasobares
President Director

KATALYX CONSTRUCTION, LLC
a Florida Limited Liability Company

By: 
Eliseo Sánchez Trasobares
President Managing Director

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of December 30, 2002, is by and among KATALYX, INC., a Florida corporation ("Katalyx" after the Effective Time (as defined in Article V hereof), the "Surviving Corporation") and its wholly owned subsidiaries, KATALYX FOOD SERVICES, LLC a Florida limited liability company ("Food Services"), KATALYX CATALOGUING, LLC, a Florida limited liability company ("Cataloguing"), KATALYX CONSTRUCTION, LLC, a Florida limited liability company ("Construction") and KATALYX HEALTH, LLC, a Florida limited liability company ("Health") (Food Services, Cataloguing, Construction and Health, collectively the "Companies").

WHEREAS, the Companies are limited liability companies organized under the laws of the State of Florida;

WHEREAS, Katalyx is a corporation organized under the laws of the State of Florida;

WHEREAS, Katalyx is the sole member of each of the Companies;

WHEREAS, the Florida Limited Liability Company Act (the "FLLCA"), and the Florida Business Corporation Act (the "FBCA"), each permit a corporation organized and existing under the FLLCA to merge with and into a corporation organized and existing under the FBCA;

WHEREAS, the Managers of each of the Companies have duly authorized the merger of each of the Companies with and into Katalyx pursuant to the terms of this Agreement;

WHEREAS, the Board of Directors of Katalyx has duly authorized the merger of each of the Companies with and into Katalyx pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of the Companies with and into Katalyx have been, or prior to the Effective Time will be, satisfied or validly waived.

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NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed that, in accordance with the applicable provisions of the FBCA and the FLLCA, each of the Companies shall be, and hereby is, at the Effective Time, merged with and into Katalyx (each, a "Merger" and collectively, the "Mergers"), with Katalyx to be the Surviving Corporation. The terms and conditions of the Merger are as follows:

ARTICLE I
THE MERGER

At the Effective Time, each of the Companies shall be merged with and into Katalyx, the separate existence of each of the Companies shall cease, Katalyx shall continue in existence pursuant to the laws of the State of Florida and the Merger shall in all respects have the effects provided for by the FBCA. On the Effective Time, the Surviving Corporation shall assume the obligations of each of the Companies.

ARTICLE II
TERMS OF THE TRANSACTION

At the Effective Time, each membership interest in each of the Companies prior to the Effective Time, all of which are held by Katalyx, by virtue of such Mergers and without any action on the part of the holder thereof, shall be cancelled and no payment shall be made with respect thereto.

ARTICLE III
ARTICLES OF INCORPORATION

From and after the Effective Time, the Articles of Incorporation of the Surviving Corporation as of the Effective Time shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

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ARTICLE IV

BYLAWS

From and after the Effective Time, the Bylaws of the Surviving Corporation as of the Effective Time shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

ARTICLE V

EFFECTIVE TIME

Each Merger shall become effective on the date and time (such time of effectiveness, the "Effective Time") on which Articles of Merger have been filed with the Department of State of the State of Florida and a certificate of merger evidencing such merger (each, a "Certificate of Merger") has been filed with the Office of the Secretary of State of the State of Florida ("Secretary of State") pursuant to the FBCA.

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ARTICLE V

TERMINATION AND AMENDMENTS

At any time prior to the Effective Time, the Board of Directors of each of the Companies and Katalyx may terminate and abandon this Agreement or may amend, modify or supplement this Agreement in such manner as they may determine, subject to Section 607.1103(8) of the FBCA.

(SIGNATURES ON NEXT PAGE)

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IN WITNESS WHEREOF, each of the undersigned has caused this Agreement and Plan of Merger to be signed by its respective duly authorized officer as of the date first above written.

KATALYX, INC.

By: [Signature]
Eliseo Sanchez Trasobares
President Director

KATALYX FOOD SERVICES, LLC

By: [Signature]
Eliseo Sanchez Trasobares
President Managing Director

KATALYX CATALOGUING, LLC

By: [Signature]
Eliseo Sanchez Trasobares
President Managing Director

KATALYX CONSTRUCTION, LLC

By: [Signature]
Eliseo Sanchez Trasobares
President Managing Director

KATALYX HEALTH, LLC

By: [Signature]
Eliseo Sanchez Trasobares
President Managing Director

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