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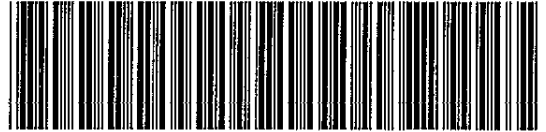
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 361457 4303929
AUTHORIZATION : *Patricia Pijets*
COST LIMIT : \$ 60.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 16, 2003
ORDER TIME : 10:32 AM
ORDER NO. : 361457-005
CUSTOMER NO: 4303929
CUSTOMER: Ms. Antje Becker
Greenberg Traurig, P.a.
18th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

ARTICLES OF MERGER

KATALYX TRANSPORTATION, LLC

INTO

KATALYX, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
KATALYX TRANSPORTATION, LLC., a Florida limited liability company
INTO
KATALYX, INC., a Florida corporation**

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Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), and Section 607.1109 of the Florida Business Corporation Act (the "FBCA") **KATALYX TRANSPORTATION, LLC.**, a Florida limited liability company ("Transportation"), and **KATALYX, INC.**, a Florida corporation ("Katalyx" or the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging Transportation with and into the Surviving Corporation (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 Corporation that is a party to this Merger.

FIRST: The plan of merger, pursuant to Section 608.4382 of the FLLCA and Section 607.1108 of the FBCA, is as set forth in these Articles of Merger, which is attached hereto as Exhibit A (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 Transportation or the Surviving Corporation, Transportation shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving entity of the Merger and the separate existence of Transportation shall thereupon cease. The Merger shall have the effects set forth in Section 607.1101 of the FBCA and Section 608.4383 of the FLLCA, and all property, rights, privileges, policies and franchises of each of the Surviving Corporation and Transportation shall vest in the Surviving Corporation and all debts, liabilities and duties of each of the Surviving Corporation and Transportation shall become the debts, liabilities and duties of the Surviving Corporation.

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

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


FIFTH: The officers and directors of the Surviving Corporation immediately prior to the Effective Time shall become the officers and directors of the Surviving Corporation at the Effective Time, each to hold thereafter a directorship and/or office of

the Surviving Corporation, 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 Corporation.


SIXTH: The Plan of Merger was approved (i) in accordance with Section 608.4381 of the FLLCA, by the unanimous written consent of the managers and of the sole member of Transportation dated as of DECEMBER 12, 2003, 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 Corporation dated as of DECEMBER 12, 2003, and (B) by the written consent of the sole shareholder of all the outstanding shares of capital stock of the Surviving Corporation dated as of DECEMBER 12, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the DECEMBER 12, 2003.

KATALYX TRANSPORTATION, LLC.
A Florida Limited Liability Company

By: 
Print Name: ELISEO SANCHEZ TRASOBARES
Title: DIRECTOR / MANAGER

KATALYX, INC.
A Florida Corporation

By: 
Print Name: ELISEO SANCHEZ TRASOBARES
Title: DIRECTOR PRESIDENT

AGREEMENT AND PLAN OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER, dated DECEMBER 12, 2003, between **KATALYX TRANSPORTATION, LLC.**, a Florida limited liability company ("Transportation"), and **KATALYX, INC.**, a Florida corporation ("Katalyx" or the "Surviving Corporation").

WHEREAS, Transportation is a limited liability company 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 Transportation;

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

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

WHEREAS, the sole member of Transportation has consented to the merger of Transportation with and into Katalyx pursuant to the terms of this Agreement;

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

WHEREAS, the sole shareholder of all of the outstanding shares of capital stock of Katalyx has consented to the merger of Transportation with and into Katalyx pursuant to the terms of this Agreement; and

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

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 are hereby acknowledged, it is agreed that, in accordance with the applicable provisions of the FBCA and the FLLCA, Transportation shall be, and hereby is, at the Effective Date, merged with and into Katalyx, with Katalyx to be the surviving corporation (the "Merger"). The terms and conditions of the Merger are as follows:

1. **Constituent Corporations.** Transportation and Katalyx shall be parties to the Merger of Transportation with and into Katalyx.

2. **The Merger.** Transportation shall be merged with and into Katalyx, which shall continue to exist pursuant to the laws of the State of Florida and the Merger shall in all respects have the effects provided for by the FBCA. Upon the Effective Date of the Merger (as set forth in paragraph 7), the existence of Transportation shall cease. On the Effective Date, Katalyx shall assume the obligations of Transportation.

3. **Terms of Transaction.** Upon the Effective Date, the membership interest in Transportation prior to the Effective Date, which is held by Katalyx, by virtue of such Merger and without any action on the part of the holder thereof, shall be cancelled and no payment shall be made with respect hereto.

4. **Articles of Incorporation.** From and after the Effective Date, the Articles of Incorporation of Katalyx as of the Effective Date shall be the Articles of Incorporation 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 laws of the State of Florida.

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

6. **Directors and Officers.** From and after the Effective Date, the directors and officers of Katalyx in office on the Effective Date shall continue to be the officers of the Surviving Corporation, all of whom shall hold their directorships and/or offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which the Articles of Merger have been filed with the Department of State of the State of Florida pursuant to the FBCA.

8. **Supplemental Action.** If at any time after the Effective Date, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Katalyx or Transportation, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

9. **Executed Plan of Merger.** The executed Plan of Merger will be on file at the office of the Surviving Corporation, located at 1221 Brickell Avenue, Miami, FL 33131.

10. **Amendment and Waiver of Plan of Merger.** The Board of Directors of each of Adqira and Katalyx is authorized to amend or waive this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the FBCA.

11. **Counterparts.** This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the DECEMBER 12, 2003.

KATALYX TRANSPORTATION, LLC.

By: 

Print Name: ELISEO SANCHEZ TRASOBARES

Title: MANAGER

KATALYX, INC.

By: 

Print Name: ELISEO SANCHEZ TRASOBARES

Title: DIRECTOR PRESIDENT.