

P00000090346

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600025718046

~~01/05/03--01009--002 **43.75~~

12/30/03--01034--011 **43.75

01/05/04--01009--002 **35.00

RECEIVED
03 DEC 30 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 DEC 30 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-03

G. Castellon DEC 30 2003



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

December 30, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Dune Ceramics USA, Inc. into Dune USA, Inc. changing name to Dune

Ceramics USA Inc. (Name change & address change part of merger)

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to chapter 607 Florida statutes.

First: The name and jurisdiction of the surviving corporation:

Dune USA, Inc., a Florida corporation.
Document Number: P00000090346

Second: The name and jurisdiction of each merging corporation:

Dune Ceramics USA, Inc., a California corporation.
Document Number: 1977132

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on (NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.) the following date:



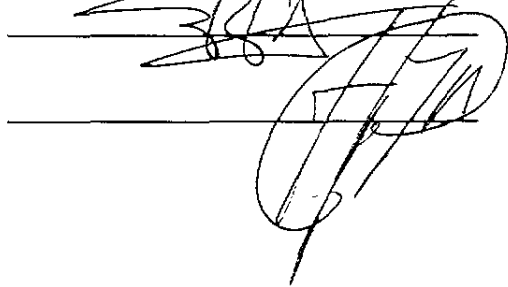
December 31, 2003

Fifth: Adoption of Merger:

On December 24, 2003, the Plan of Merger was adopted with the unanimous consent of the shareholders of the surviving corporation, the merging corporation, and the parent corporation after the recommendations for approval by their respective boards of directors.

Sixth: Shareholders of the subsidiary who, except for the applicability of Florida Statute 607.1104 would be entitled to vote and who dissent from the merger pursuant to s. 607.1321, may be entitled, if they comply with the provisions of this act regarding appraisal rights, to be paid the fair value of their shares. As there is only one shareholder no notice or waiver is required pursuant to §607.1104 Florida statutes.

Seventh: Signatures for each corporation:

Name of Corporation	Signature	Name & Title
Dune Cerámica S.L. Director		Joaquín Juste, Managing
Dune USA, Inc.		Joaquín Juste, President
Dune Ceramics USA, Inc. President		José Gascón, Executive Vice-

EFFECTIVE DATE
12-31-03

03 DEC 30 PM 2:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER & BUSINESS REORGANIZATION
OF SUBSIDIARY CORPORATIONS**
(Effective December 31, 2003)

The following plan of merger and business reorganization is submitted in compliance with the Florida Business Corporation Act, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. Identification of Entities. The name of the surviving corporation ("Surviving Corporation") is *Dune USA, Inc.*, a Florida corporation. The name of the merging corporation ("Absorbed Corporation") is *Dune Ceramics USA, Inc.*, a California corporation. DUNE CERÁMICA, S.L. is referred to as the "Parent Corporation".

2. Ownership of Entities. The Surviving Corporation is wholly owned by DUNE CERÁMICA, S.L. which owns 100,000 shares. The Absorbed Corporation is wholly owned by DUNE CERÁMICA, S.L. which owns 1,000 shares.

3. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation.

4. Effective Date of Merger. The effective date of this merger shall be at the close of business on *December 31, 2003* (the "Effective Date").

5. Terms and Conditions. On the Effective Date the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

6. Plan of Reorganization and Merger: The reorganization and merger shall be effected by the following procedures:

a) Sale of Assets In Exchange for Shares of Stock. The Surviving Corporation shall (a) issue 100 shares of its common stock to the Absorbed Corporation, fully paid, and (b) assume all liabilities of the Absorbed Corporation as consideration for all assets of the Absorbed Corporation. The Absorbed Corporation shall sell all of its assets to the Surviving Corporation in exchange for (a) 100 shares of stock of the Surviving Corporation and (b) the assumption of all liabilities of the Absorbed Corporation by the Surviving Corporation.

b) Distribution of All Assets of Absorbed Corporation. After the sale of all of its assets to the Surviving Corporation, the only asset remaining in the Absorbed Corporation will be the 100 shares of Dune USA, Inc. common stock. The Parent Corporation will then redeem all of the stock of the Absorbed Corporation whereupon the Absorbed Corporation shall deliver the 100 shares of Dune USA, Inc. common stock to the Parent Corporation. The Parent Corporation will then directly own the 100 shares in addition to the 100,000 share of Dune USA, Inc. it already owns.

c) Status after Reorganization. Upon the redemption of its stock and delivery of the 100 shares of Dune USA, Inc. stock to the Parent Corporation, the Absorbed Corporation shall cease business and will be deemed merged out of existence. The Parent Corporation shall continue to own all of the shares of the Surviving Corporation.

7. Changes in Articles of Incorporation. The articles of incorporation (as may have previously been amended) of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger, except as follows:

a) Article I, Corporate Name. As of the Effective Date, the name of the surviving corporation will be **DUNE CERAMICS USA, INC.**

b) Article II, Corporation Mailing Address and Business Address. The mailing address of the corporation is c/o Barry B. Ansbacher, 1301 Riverplace Boulevard, Suite 2450, Jacksonville, Florida 32207-9037. The street address of the principal place of business will be 1410 Kona Drive Rancho Dominguez California 90220-5409. The corporation shall have branch offices and places of business in any other states, or territories of the United States of America, or in any other countries as may be determined, from time to time, by the Board of Directors.

c) Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date.

d) Director(s). As of the Effective Date the following person(s) shall be the director(s) of the Surviving Corporation to serve out the full unexpired terms of office and until successors have been elected or appointed and qualified:

Joaquín Juste

José Gascón

e) Officers. As of the Effective Date the following person(s) shall serve as the officer(s) of the Surviving Corporation to serve out the full unexpired terms of office and until successors have been elected or appointed and qualified:

President.....Joaquín Juste

Vice PresidentJosé Gascón

SecretaryJoaquín Juste

TreasurerJosé Gascón

8. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity of transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

9. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by applicable laws on or before the Effective Date.

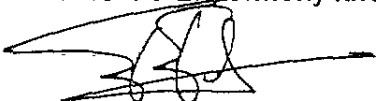
10. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

EXECUTION AND APPROVAL:

The above Plan of Merger has been approved by the unanimous consent of the shareholders of the Parent Corporation, the Surviving Corporation, and the Absorbed Corporation after recommendation for approval by the respective directors effective December 24, 2003.

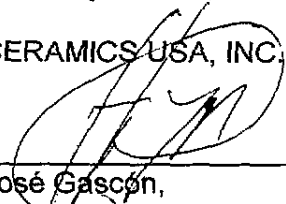
Parent Corporation:

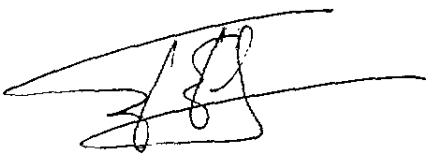
DUNE CERÁMICA S.L. (formerly known as CERÁMICA CREATIVA S.L.)

By: 
Joaquín Juste, Managing Director

Absorbed Corporation:


DUNE CERAMICS USA, INC., a California corporation

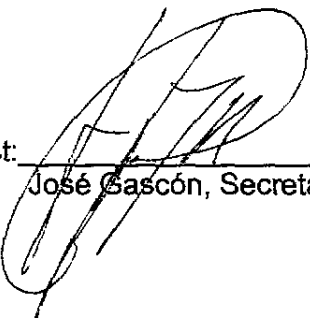
By: 
José Gascón,
Executive Vice-President/CEO

Attest: 
Joaquín Juste, Secretary

Surviving Corporation:

DUNE USA, INC., a Florida corporation

By: 
Joaquín Juste, President

Attest: 
José Gascón, Secretary