

P0000111927

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

TRUST TRANSPORTATION CORP.

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Merger
7-9
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RICK MAGESTIC CORP., a Florida corporation, document number
P00000054318

INTO

TRUST TRANSPORTATION CORP., a Florida entity, P00000111927.

File date: July 9, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 2002

TRUST TRANSPORTATION CORP.
1110 BRICKELL AVE.
SUITE 430
MIAMI, FL 33131

SUBJECT: TRUST TRANSPORTATION CORP.
REF: P00000111927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

Rick Magestic Corp.
1500 Miami Center
201 S. Biscayne Boulevard
Miami, FL 33131

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P00000054318

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ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

Trust Transportation Corp.
1110 Brickell Avenue
Suite 430
Miami, FL 33131

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P00000111927

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
305-667-7733

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ARTICLE 3

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of the merging domestic corporation on July 1, 2002 in accordance with Chapter 607, Florida Statutes.

ARTICLE 4

The attached Plan of Merger was approved by the shareholders of the surviving corporation on July 1, 2002 in accordance with applicable law.

ARTICLE 5

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 6

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE 7

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

Rick Magallon Corp.

By: 

Name: Ricardo Schwartzman

Title: President

Trust Transportation Corp.

By: 

Name: Ricardo Schwartzman

Title: President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1105 is being submitted.

1. The merging corporation's name and jurisdiction are listed below:

Name: Rick Magestic Corp.

Jurisdiction: Florida

2. The surviving corporation's name and jurisdiction are listed below:

Name: Trust Transportation Corp.

Jurisdiction: Florida

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

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