

P010000066793

CT CORPORATION

FILED
02 MAY 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

1) Ogangi Corporation

Merger

600005577036-- 4
05/21/02--01037--038
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name 5/21/02
Availability DR
Document DR
Examiner DR
Updater DR
Verifier _____
W.P. Verifier _____

5/20/02

Order#: 5338718

kf

Ref#: _____

File First

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

OGANGI CORPORATION, a Florida corporation P01000066793
,

INTO

OGANGI CORPORATION, a Delaware entity not qualified in Florida.

File date: May 20, 2002

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

FILED
02 MAY 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, F.S. of the Business Corporation Act of the State of Florida, Ogangi Corporation, a Florida corporation (the "Merging Corporation"), for the purpose of effecting the merger (the "Merger") of Parent Corporation with and into Ogangi Corporation, a Delaware corporation and wholly owned subsidiary of Parent Corporation (the "Surviving Corporation"), and the Surviving Corporation do each hereby certify:

FIRST: That the Surviving Corporation is incorporated and duly organized under the laws of the State of Delaware.

SECOND: That the Merging Corporation is incorporated and duly organized under the laws of the State of Florida.

THIRD: That the Merging Corporation owns all of the outstanding shares of the capital stock of the Surviving Corporation.

THIRD: That attached as Exhibit A hereto is the Agreement and Plan of Merger between the Surviving Corporation and the Merging Corporation setting forth the terms of the Merger.

FOURTH: That the Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: That the holders of a majority of the outstanding stock of the Surviving Corporation entitled to vote have approved the Merger by written consent. on May 9, 2002.

SIXTH: That the holders of a majority of the outstanding stock of the Merging Corporation entitled to vote have approved the Merger by written consent. on May 9, 2002.


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IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned as of May 18, 2002.

MERGING CORPORATION:

OGANGI CORPORATION

a Florida corporation

By: 
Oscar Anzola
President

SURVIVING CORPORATION:

OGANGI CORPORATION

a Delaware corporation

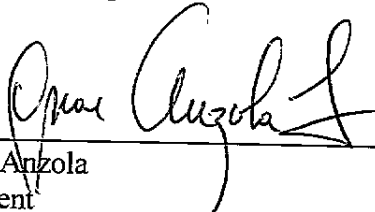
By: 
Oscar Anzola
President

Exhibit A

Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF OGANGI CORPORATION
A DELAWARE CORPORATION
AND
OGANGI CORPORATION
A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of May 9, 2002, (the "Agreement"), is between Ogangi Corporation, a Delaware corporation ("Ogangi - Delaware") and Ogangi Corporation, a Florida corporation ("Ogangi - Florida"). Ogangi - Delaware and Ogangi - Florida are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Ogangi - Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital stock of 25,000,000 shares, par value \$0.0001 per share, 20,000,000 of which are designated "Common Stock," and 5,000,000 of which are designated "Preferred Stock." As of the date of this Agreement, 100 shares of Common Stock are issued and outstanding, all of which are held by Ogangi - Florida. No shares of Preferred Stock are issued and outstanding.

B. Ogangi - Florida is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital stock of 1,000,000 shares, all of which are designated "Common Stock." As of that date hereof, 1,000,000 shares of Common Stock were issued and outstanding.

C. The Board of Directors of Ogangi - Florida has determined that, for the purpose of effecting a restructuring of Ogangi - Florida and thereby reincorporating Ogangi - Florida in the State of Delaware, it is advisable and in the best interests of Ogangi - Florida that Ogangi - Florida merge with and into Ogangi - Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of Ogangi - Delaware and Ogangi - Florida have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective sole stockholder and shareholders, and executed by the undersigned officers.

E. Ogangi - Delaware is a wholly owned subsidiary of Ogangi - Florida.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Ogangi - Delaware and Ogangi - Florida hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Corporations Code, Ogangi - Florida shall be merged with and into Ogangi - Delaware (the "Merger"), the separate existence of Ogangi - Florida shall cease and Ogangi - Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "Ogangi Corporation"

1.2 Filing and Effectiveness. The Merger shall become effective as of May 8, 2002, so long as the following actions shall have been completed:

A. This Agreement and the Merger shall have been adopted and approved by the shareholders of Ogangi - Florida and the sole stockholder of Ogangi - Delaware in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporation Act;

B. All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

C. An executed Certificate of Ownership and Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware.

D. The executed Articles of Merger meeting the requirements of the Florida Business Corporation Act shall have been filed with the Florida Department of State.

E. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Ogangi - Florida shall cease and Ogangi - Delaware, as the Surviving Corporation (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Ogangi - Florida's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Ogangi - Florida, including all shares of any subsidiary held by Ogangi - Florida, in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Ogangi - Florida as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Ogangi - Florida in the same manner as if Ogangi - Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Ogangi - Delaware (the "Certificate") as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Ogangi - Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Ogangi - Florida immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 Ogangi - Florida Common Shares. Upon the Effective Date of the Merger, each share of Common Stock, par value \$0.01 per share, of Ogangi - Florida issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for ten (10) fully paid and nonassessable share of Common Stock, par value \$0.0001 per share, of the Surviving Corporation. No fractional share interests of the Surviving Corporation's Common Stock shall be issued but shall, instead, be paid in cash or check by Ogangi - Delaware to the holder of such shares in that amount equal to the fair market value of such fractional shares.

3.2 Ogangi - Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, par value \$0.0001 per share, of Ogangi - Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Ogangi - Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.3 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Ogangi - Florida Common Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Ogangi - Florida Common Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock into which such shares of Ogangi - Florida Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Ogangi - Florida so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Corporation.

If any certificate for shares of Ogangi - Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Ogangi - Delaware that such tax has been paid or is not payable.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by Ogangi - Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Ogangi - Florida such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Ogangi - Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Ogangi - Florida and otherwise to carry out the purposes of this Agreement, and the officers and directors of Ogangi - Delaware are fully authorized in the name and on behalf of Ogangi - Florida or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Ogangi - Florida or of Ogangi - Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of Ogangi - Florida.

4.3 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities,

cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

4.4 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 5201 Blue Lagoon Drive, Suite 949, Miami, Florida 33126, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

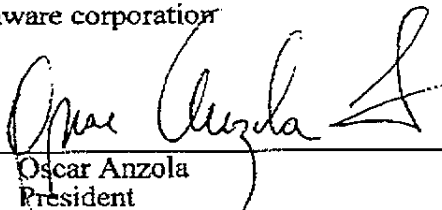
4.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Corporations Code.

4.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Ogangi - Delaware and Ogangi - Florida is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

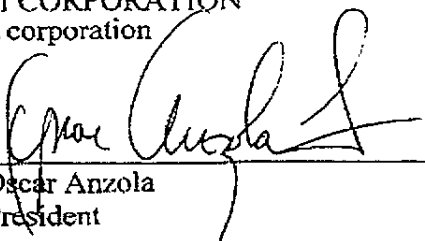
OGANGI CORPORATION
a Delaware corporation

By: 
Oscar Anzola
President


ATTEST:


Marc F. Depra
Secretary

OGANGI CORPORATION
a Florida corporation

By: 
Oscar Anzola
President

ATTEST:


Name:
Title:

LEAHANNE P. MANSFIELD
NOTARY PUBLIC
Commonwealth of Massachusetts
My Commission Expires Dec. 6, 2007