P01000107842

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Merger. 10-130:04

TRANSMITTAL LETTER

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TO: Amendment Section
Division of Corporation

Subject: Merging THE MAMBO CHEF, INC. into MAMBO-JAMBO, INC.

The enclosed merger and fee are submitted for filing.

Please return all correspondence this matter to the following:

PROFESSIONAL ASSOCIATES 6878 W. ATLANTIC BLYD. MARGATE, FL 33063

For further information concerning this matter, Please call: (954) 575-0533

Jorge E. Quesada



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

September 21, 2004

PROFESSIONAL ASSOCIATES 6878 W. ATLANTIC BLVD. MARGATE, FL 33063

SUBJECT: MAMBO-JAMBO, INC. Ref. Number: P01000107842

We have received your document for MAMBO-JAMBO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please remove the (n/a) from the document and any reference to the (DBA)name.

In the plan of merger the (third) part must list the items and conditions of the merger.

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) 245-6964.

Letter Number: 304A00055656

Irene Albritton Document Specialist

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, Pursuant to section 607,1105, F.S.

First: The name and jurisdiction of the <u>surviving</u> corporation:

<u>Name</u>

Document Number

MAMBO-JAMBO, INC.

Broward County, FL

P01000107842

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>

Jurisdiction

Document Number

THE MAMBO CHEF, INC.

Broward County, FL

P01000068966

Third: The Plan of Merger is attached.

The Mambo Chef, Inc merged all assets to Mambo-Jambo, Inc.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

<u>Fifth</u>: Adoption of Merger by <u>surviving</u> corporation.

The Plan of Merger was adopted by the shareholders of surviving corporation on 08/04/2004

Sixth: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of merging corporation on 08/04/2004

Seventh: SIGNATURE FOR EACH CORPORATION

Signature

Name of Corporation

THE MAMBO CHEF, INC. Dba MOMBO JAMBO

Name of Individual & Title

Jorge E. Quesada President/Director & incorporator

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

MAMBO-JAMBO, INC.

Broward County, FL

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

THE MAMBO CHEF, INC.

Broward County, FL

Third: The terms and conditions of the merger are as follows:

The Mambo Chef, Inc merged all assets to Mambo-Jambo, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: