

PO1000111870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

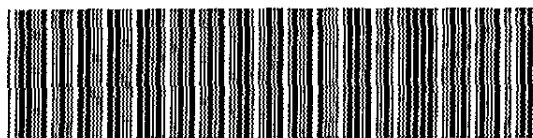
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

per Paul - change
effective date to
2-26-03

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02/24/03--01070--004 **35.00

02/24/03--01070--005 **25.00

02/24/03--01070--006 **25.00

Effective Date
2-26-03

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ALL APASSEE, FLORIDA

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JB
2-27-03

ECOHIDE INTERNATIONAL, INC.

Mailing Address:

**PMB# 338 - Overlake Square - 15127 NE 24th Street
Redmond, WA 98052 - United States of America**

305-899-5099

FILING COVER LETTER

Friday, February 21, 2003

Division of Corporations
Attn: Mergers
Tallahassee, Florida

Subject: Merger Documents for Ecohide International, Inc.

Dear Sirs:

We hereby enclose the necessary merger documents required by the Florida Statute. In addition, we enclosed the relative check(s) covering the payment of your filing fees.

We look forward to receive your confirmation in the afore mentioned address.

Yours truly,



Paul Di Cieri-Cambon
C.E.O.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

TRANSMARINDE (USA) LTD. CO., A FLORIDA ENTITY, L01000010341
NORTHWEST HIDES, L.L.C., A NON-QUALIFIED DELAWARE ENTITY

INTO

PLANET URUGUAY INC. which changed its name to

ECOHIDE INTERNATIONAL, INC., a Florida entity, P01000111870.

File date: February 26, 2003 , effective February 26, 2003

Corporate Specialist: Trevor Brumbley

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. PLANET URUGUAY, INC. 220 71st STREET, SUITE# 213 MIAMI, FLORIDA 33141	FLORIDA	CORPORATION
Florida Document/Registration Number: P0100011870		FEI Number: 010657612
2. TRANSMARINDE (USA) LTD. CO. 12000 BISCAYNE BLVD, SUITE# 507 MIAMI, FLORIDA 33181	FLORIDA	LIMITED LIABILITY CO
Florida Document/Registration Number: L01000010341		FEI Number: 651126516
3. NORTHWEST HIDES, L.L.C. 824 32ND STREET WEST PALM BEACH, FLORIDA 33407	DELAWARE	LIMITED LIABILITY CO
Florida Document/Registration Number: N/A		FEI Number: 593607982
4.		
Florida Document/Registration Number:		FEI Number:

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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ECOHIDE INTERNATIONAL, INC.	FLORIDA	CORPORATION
12000 BISCAYNE BLVD, SUITE# 507		
MIAMI, FLORIDA 33181		

Florida Document/Registration Number: P01000111870

FEI Number: 010657612

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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The date the Articles of Merger are filed with Florida Department of State

OR

FEBRUARY 26, 2003

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s)

Typed or Printed Name of Individual

PLANET URUGUAY, INC.

SONJA C. DI CIERI-CAMBON, PRES.

TRANSMARINDE (USA), INC.

PAUL DI CIERI-CAMBON, CEO

NORTHWEST HIDES, L.L.C.

S.C. LEHNER, MEMBER/CEO

(Attach additional sheet(s) if necessary)

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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(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PLANET URUGUAY, INC.	FLORIDA
TRANSMARINDE (USA) LTD CO.	FLORIDA
NORTHWEST HIDES, L.L.C.	DELAWARE

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ECOHIDE INTERNATIONAL, INC. (FORMERLY KNOWN AS "PLANET URUGUAY, INC.")	FLORIDA

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

THE NAME OF THE SURVIVING PARTY HAS BEEN CHANGED TO ECOHIDE INTERNATIONAL, INC.

THE APPOINTED PRESIDENT & C.E.O. OF THE SURVIVING PARTY IS:
PAUL DI CIERI-CAMBON

THE APPOINTED VICE-PRESIDENT & SECRETARY OF THE SURVIVING PARTY IS:
SONJA C. DI CIERI-CAMBON

THE NEW MAILING ADDRESS OF THE CORPORATION IS:
OVERLAKE SQUARE
PMB# 338
15127 NE 24th STREET
REDMONT, WA 98052

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

ALL PARTIES INVOLVED IN THIS MERGE HEREBY CONFIRM THAT ABSOLUTE TITLE OF ALL ASSETS AND LIABILITIES FROM THE MERGED PARTIES HAS BEEN FULLY AND IRREVOCABLY TRANSFERRED IN THIS ACT TO THE SURVIVING PARTY WITHOUT LIMITATIONS.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The Board of Directors of both the merged parties and the surviving party have unanimously approved and adopted the Merger Agreement. The Board of Directors of the Company received a fairness opinion from the Company's financial advisor, Mr Ugo V. Chiarato, CPA Florida & New York State. The closing of this merger has undergone all customary conditions, including approval by the Company's stockholders. Commitment letters have been obtained with respect to all necessary financing and the merger is not subject to a financing contingency. ALL PARTIES INVOLVED IN THIS MERGE HEREBY CONFIRM THAT ALL RIGHTS TO ACQUIRE OF THE MERGED PARTIES HAVE BEEN FULLY AND IRREVOCABLY TRANSFERRED TO THE SURVIVING PARTY.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

ALL NECESSARY INFORMATION FOR THE PURPOSE OF THIS MERGE IS INCLUDED HEREIN.

EIGHTH: Other provisions, if any, relating to the merger:

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(Attach additional sheet(s) if necessary)