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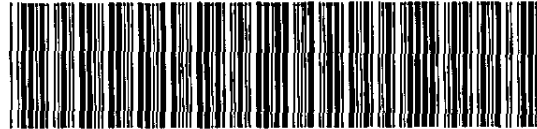
(Business Entity Name)

(Document Number)

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10/19/05--01001--006 **35.00

10/03/05--01024--011 **43.75

FILED
05 OCT -3 PM 4:44
TALLAHASSEE, FLORIDA
CLERK OF STATE

ATTORNEYS AT LAW
FRIEDMAN & FROST, P.L.
A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING PROFESSIONAL ASSOCIATIONS
MELLON FINANCIAL CENTER
1111 BRICKELL AVENUE
SUITE 2050
MIAMI, FLORIDA 33131

IRWIN M. FROST, P.A.
IRWIN M. FROST, ESQ
BOARD CERTIFIED TAX ATTORNEY

WRITER'S DIRECT:
TELEPHONE (305) 374-3001
FACSIMILE (305) 374-3075
lrv@friedmanfrost.com

September 26, 2005

Secretary of State
Corporate Records Bureau
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger for Aztec Bravo, Inc.

Gentlemen:


Enclosed please find the Articles of Merger for Aztec Bravo, Inc. along with our check in the amount of \$43.75 for the following costs:

Filing Fees	\$ 35.00
Certified Copy of the Articles	<u>8.75</u>
Total:	\$ 43.75

Please return a certified copy of the Articles of Merger in the enclosed self addressed stamped envelope.

Very truly yours,

IRWIN M. FROST, P.A.


Rosie Zamora, Legal Assistant

/rz

Encls.

1coc668a.32a

ARTICLES OF MERGER

OF

AZTEC BRAVO INC.

INTO

AZTEC BRAVO, INC.

FILED
05 OCT -3 PM 4:44
TALLAHASSEE, FLORIDA

ARTICLE I

PARTIES. AZTEC BRAVO INC., a Delaware corporation, ("Az Del") and AZTEC BRAVO, INC., a Florida corporation, ("Az Fla.") are the parties to an Agreement of Merger whereby Az Del will merge into Az Fla and the shareholder of Az Del will receive shares of Az Fla. Az Fla is the surviving corporation and Az Del is the disappearing corporation as it will merge into Az Fla.

ARTICLE I

ADOPTION. A. The Agreement of Merger was adopted by the directors and shareholders of Az Fla on September 29th, 2005.

B. The Agreement of Merger was adopted by the directors and by the shareholders of Az Del on September 29th, 2005.

ARTICLE II

EFFECTIVE DATE. The merger will become effective on the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE III

PLAN OF MERGER. The Plan of Merger provides for an exchange of shares in the corporations party to the merger effected in the following manner: All of the shares of Az Del will be surrendered to Az Fla. and all shares so acquired shall be extinguished by virtue of the merger. Thereupon, there shall be issued to the shareholders of Az Del one-half share of Az Fla for each one such share of Az Del so surrendered, for the entire issued and outstanding shares of Az Fla.

DATED: this 29th day of September, 2005.

ATTEST:

AZTEC BRAVO INC.,
a Florida corporation

By: _____

MANUEL GUTIERREZ its Secretary

By: _____

IAN ROBERT DEAN

ATTEST:

AZTEC BRAVO CORP.,
a Delaware corporation

By: _____

MANUEL GUTIERREZ its Secretary

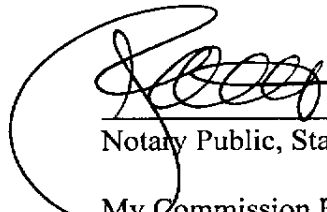
By: _____

IAN ROBERT DEAN

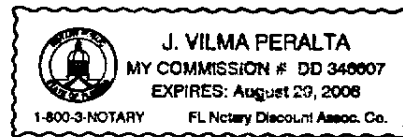
[Notarial Acknowledgment on Following Page]

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29th day of September, 2005, by IAN ROBERT DEAN, as President and Secretary of **AZTEC BRAVO INC.**, a Florida corporation, on behalf of the Corporation.

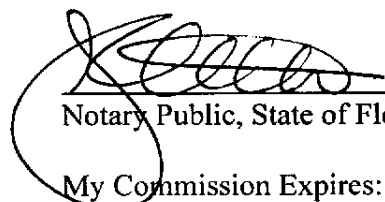


Notary Public, State of Florida at Large
My Commission Expires: 8-29-08

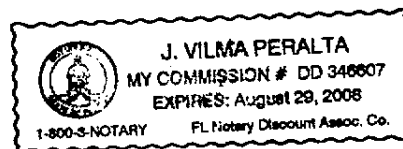


STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29th day of September, 2005, by MANUEL GUTIERREZ, as President and Secretary of **AZTEC BRAVO CORP.**, a Delaware corporation, on behalf of the Corporation.



Notary Public, State of Florida at Large
My Commission Expires: 8-29-08



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is made this 29th day of September, 2005, by and between AZTEC BRAVO CORP., a *Delaware Corporation* ("Az Del") and AZTEC BRAVO INC., a *Florida Corporation*, ("Az Fla") said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that Az Del (the "disappearing corporation") be merged into Az Fla (the "surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Chapter 607.1101 of the Florida Business Corporation Act;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated:

1. **Agreement to Merge.**

The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

2. **Name of Merged Corporation.**

The name of the surviving corporation shall be AZTEC BRAVO INC.

3. **Place of Office of Surviving Corporation.**

The place in Florida where the principal office of the surviving corporation is to be located is 12019 S.W. 39th Terrace, Miami, FL 33175.

4. **Purposes of Surviving Corporation.**

The purposes of the surviving corporation are to engage in any lawful act or activity for which corporations may be formed in accordance with the Florida Business Corporation Act.

5. **Authorized Shares of Surviving Corporation.**

The present number of shares which the disappearing corporation is authorized to issue is 1,000 shares of common stock, of which 1,000 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 500 shares of common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 1,000 shares of common stock.

6. **First Directors and Officers.**

The present directors and officers of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. **Name and Address of Agent of Corporation.**

Irwin M. Frost, P.A. at 1111 Brickell Avenue, Suite 2050, in the City of Miami, Dade County, Florida 33131, shall be, and is hereby, appointed as the person on whom process, tax notices, and demands against said surviving corporation, or either of the said Constituent Corporations, may be served.

8. **Plan of Merger.**

The Plan of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation shall be as follows:

Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation on the date of filing of Articles of Merger which shall be the "Effective Date". Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the disappearing corporation, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable common shares of Az Fla in the ratio of one-half share of Az Fla for each of such shares of the disappearing corporation being a total issue of 500 shares of Az Fla. for the entire 1,000 shares now issued and outstanding of the disappearing corporation.

9. **Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest.**

The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. **Articles of Incorporation.**

The Articles of Incorporation of the surviving corporation as herein amended to increase the authorized shares to 1,000 shall continue to be the Articles of Incorporation of the surviving corporation, until amended as provided by law.

11. **Bylaws.**

The Bylaws of the surviving corporation shall be the Bylaws of the surviving corporation.

12. **Effective Date of Agreement.**

This Agreement shall become effective on the Effective Date.


13. **Directors' Right to Abandon Merger.**

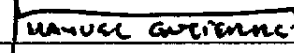
The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of the Articles of Merger.

14. **Execution**

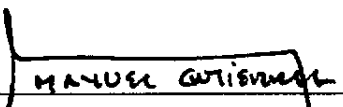
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.


Aztec Bravo Corp., a Delaware Corporation

By:  IAN ROBERT DEAN

Attest:  MANUEL GUTIERREZ

Aztec Bravo Inc., a Florida Corporation

By:  MANUEL GUTIERREZ

Attest:  IAN ROBERT DEAN