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EFFECTIVE DATE

12/31/02

DEW

MERGER OR SHARE EXCHANGE

COMATRIX SOUTHEAST INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

COMATRIX SOUTHEAST, INC., a Florida corporation, document number
P95000025238

INTO

COMATRIX SOUTHEAST INTERNATIONAL, INC., a Florida entity,
P02000067823.

File date: December 30, 2002 , effective December 31, 2002

Corporate Specialist: Karen Gibson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
COMATRIX SOUTHEAST, INC.
(a Florida corporation)
INTO
COMATRIX SOUTHEAST INTERNATIONAL, INC.
(a Florida corporation)**

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 surviving corporation:

Comatrix Southeast International, Inc. Florida

EFFECTIVE DATE

12-31-02

SECOND: The name and jurisdiction of the merging corporation:

Comatrix Southeast, Inc. Florida

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 31, 2002.

FIFTH: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 26, 2002. Shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the Board of Directors and by the shareholders of the merging corporation on December 26, 2002.

COMATRIX SOUTHEAST, INC.

By:


Michael Pachelli, President

COMATRIX SOUTHEAST
INTERNATIONAL, INC., a Florida
corporation

By:


Michael Pachelli, President

PLAN OF MERGER

Plan of Merger adopted by Comatrix Southeast, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 26, 2002, and adopted by Comatrix Southeast International, Inc., a business corporation organized under the laws of Florida, by resolution of its Board of Directors on December 26, 2002. The names of the corporations planning to merge are Comatrix Southeast, Inc., a business corporation organized under the laws of the State of Florida, and Comatrix Southeast International, Inc., a business corporation organized under the laws of Florida. The name of the surviving corporation into which Comatrix Southeast, Inc., a Florida corporation, plans to merge is Comatrix Southeast International, Inc., a Florida corporation.

1. Comatrix Southeast, Inc., a Florida corporation, and Comatrix Southeast International, Inc., a Florida corporation, shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Comatrix Southeast International, Inc., a Florida corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under the name Comatrix Southeast International, Inc., pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Comatrix Southeast, Inc., a Florida corporation, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The present Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately before the effective time and date of the merger shall be converted into .004 (four one-thousandths)

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shares of the same class of stock of the surviving corporation. Pursuant to F.S. Section 607.0604, the surviving corporation shall not issue fractions of a share and shall pay in money the fair value of fractions of a share as determined by its board of directors. The issued shares, if any, of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection if and in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and, if required, by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

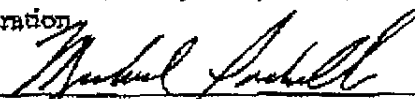
8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Executed on December 26, 2002

COMATRIX SOUTHEAST, INC.,
a Florida corporation

By: 
Michael Pachelli, President

COMATRIX SOUTHEAST
INTERNATIONAL, INC., a Florida
corporation

By: 
Michael Pachelli, President

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