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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
Tew's
9-12-08

**Aballi
Milne
Kalil, P.A.**
Counsellors at Law

September 9, 2008

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: COMPACSTONE USA, INC.

To whom it may concern:

The enclosed Articles of Merger and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Felipe Frias, Esq.
Aballi Milne Kalil, P.A.
One SE 3rd Avenue
Suite 2250
Miami, FL 33131

For further information concerning this matter, please call Felipe Frias at 305-373-6600.

Sincerely,



Aileen Fernandez
Legal Assistant to Felipe Frias

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida business Corporation Act, pursuant to Fla. Stat. § 607.1105.

ARTICLE I – NAME OF SURVIVING ENTITY

The name and jurisdiction of the surviving corporation is:

COMPACSTONE USA, INC., a Florida corporation

Document No. P02000106267

ARTICLE II – NAME(S) OF MERGING ENTITY

The name and jurisdiction of the merging corporation is:

COMPAC (USA), INC., a California corporation

Document/Case No. C2784400

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached as Exhibit "A".

ARTICLE IV – EFFECTIVE DATE

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

ARTICLE V – ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan of Merger was adopted by the board of directors and the shareholders of the surviving corporation on September 2, 2008.

ARTICLE VI – ADOPTION OF MERGER BY MERGING CORPORATION

The Plan of Merger was adopted by the board of directors and the shareholders of the merging corporation on September 2, 2008.

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ARTICLE VII - APPROVAL

The following officers or Directors have expressly approved these Articles of Merger for both the surviving corporation and merging corporation.

Name of Corporation

Signature

Name of Individual & Title

Compacstone USA, Inc.

A handwritten signature in black ink, appearing to read "Francisco A. Sanchis-Brines", written over a horizontal line.

Francisco A. Sanchis-Brines,
President

Compac (USA), Inc.

A handwritten signature in black ink, appearing to read "Francisco A. Sanchis-Brines", written over a horizontal line.

Francisco A. Sanchis-Brines,
President

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between COMPAC (USA), INC., a California corporation (the "Merging Corporation"), and COMPACSTONE USA, INC., a Florida corporation (the "Corporation"), for the purpose of merging the Merging Corporation with and into the Corporation (the "Merger").

NOW, THEREFORE, the Merging Corporation and the Corporation hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1101 of the Florida Business Corporation Act (the "FBCA") and upon the terms and subject to the conditions herein.

1. Merger. At the effective date (as defined herein) of the Merger, Merging Corporation shall be merged with and into the Corporation. The Corporation shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA (the "Effective Date"). The Merger was approved by the Corporation and the Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all shareholders of the Corporation have consented to the Merger.

2. Governing Documents. The Articles of Incorporation of the Corporation (the "Articles of Organization"), as in effect immediately prior to the Effective Date shall constitute the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

3. Managers. The persons who are the officers of the Corporation immediately prior to the Effective Date shall constitute the officers of the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be:
COMPACSTONE USA, INC.

5. Addresses. The Address of the Merging Corporation is 1561 Commerce Street, Corona, CA 92880. The Address of the Corporation is and shall be maintained at 1525 NW 82nd Avenue, Miami, FL 33126.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Corporation shall continue to be 1525 NW 82nd Avenue, Miami, FL 33126. The name of the Registered Agent of the Surviving Corporation shall continue to be Carlos Ferrando.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Corporation shall possess all rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions,

disabilities and duties of the Merging Corporation, and all property, real, personal, and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Corporation.

8. Conversion of Shares; Capitalization of Surviving Corporation; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

- (a) All (100%) of the shares of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into an ownership interest of equal value in the surviving Corporation. No other shares or interests in the Merging Corporation are outstanding at the time of the Merger.
- (b) Pursuant to Section 607.1103 of the FBCA, there are no dissenting shareholders of the Merging Corporation or dissenting members of the Corporation because all of the shareholders of Merging Corporation and all of the members of the Corporation have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers/Officers of the Corporation. The name and address of each Officer of the Surviving Corporation is as follows:

Francisco A. Sanchis-Brines 1525 NW 82 nd Avenue Miami, FL 33126	President / Director
Maria C. Sanchis-Brines 1525 NW 82 nd Avenue Miami, FL 33126	Vice-President / Secretary / Treasurer / Director
Carlos Ferrando 1525 NW 82 nd Avenue Miami, FL 33126	Vice-President / Director

11. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Corporation the title to any property or rights of the Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Corporation, as of the Effective Date, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Corporation and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and the Board of Directors of the Merging Corporation and by all of the shareholders and the Board of Directors of the Surviving Corporation.

14. Costs. All costs in connection with this Plan and Agreement will be paid by the Surviving Corporation.

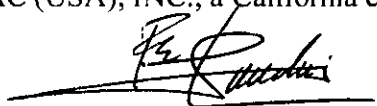
15. Procedure. Each party will, in a timely manner, follow the procedures provided by Florida Law in connection with the statutory merger including the filing of the appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience for reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representative on August 2, 2008. *September*

COMPAC (USA), INC., a California corporation

By: 
Name: FRANCISCO SANCHIS
Title: PRESIDENT

COMPACSTONE USA, INC., a Florida corporation

By: 
Name: FRANCISCO SANCHIS
Title: PRESIDENT