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MERGER OR SHARE EXCHANGE

UETA, INC.

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**ARTICLES OF MERGER
OF
UETA (SAN YSIDRO), INC., a Florida corporation
AND
UETA (CALEXICO), INC., a Florida corporation
INTO
UETA, INC., a Delaware corporation**

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Pursuant to the provisions of Sections 607.1103 and 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. UETA, Inc., a Delaware corporation owns all of the issued and outstanding stock of UETA (San Ysidro), Inc. and UETA (Calexico), Inc., each a Florida corporation.
2. UETA (San Ysidro), Inc. and UETA (Calexico), Inc. shall be merged into UETA, Inc., which shall be the surviving corporation.
3. The merger shall become effective when both these Articles of Merger have been filed with the Secretary of State of Florida and a Certificate of Ownership and Merger has been filed with the Secretary of State of Delaware.
4. Shareholder approval was not required in accordance with Section 607.1104 of the Florida Business Corporation Act.
5. The Plan of Merger (the "Plan of Merger"), dated October 29, 2003, pursuant to which UETA (San Ysidro), Inc. and UETA (Calexico), Inc. shall be merged into

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UETA, Inc., was adopted by unanimous written consent of the Board of Directors of UETA, Inc., dated as of October 29, 2003. A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of October 29, 2003.

UETA (San Ysidro), Inc.

UETA (Calxico), Inc.

By: 

Name: Simon Falic

Title: President

UETA, Inc.

By: 

Name: Simon Falic

Title: President

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PLAN OF MERGER
OF
PARENT AND SUBSIDIARY CORPORATIONS

The following plan of merger is submitted in compliance with section 607.1104 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
UETA, INC.	STATE OF DELAWARE

The names and jurisdictions of the subsidiary corporations are:

<u>NAME</u>	<u>JURISDICTION</u>
UETA (SAN YSIDRO), INC.	STATE OF FLORIDA
UETA (CALEXICO), INC.	STATE OF FLORIDA

This Plan of Merger is made this 29th day of October, 2003 between UETA (San Ysidro), Inc., UETA (Calxico), Inc., each a Florida corporation, and UETA, Inc., a Delaware corporation.

WHEREAS, UETA, Inc. lawfully owns all the outstanding stock of UETA (San Ysidro), Inc., UETA (Calxico), Inc., and

WHEREAS, UETA, Inc. desires to merge UETA (San Ysidro), Inc. and UETA (Calxico), Inc. into UETA, Inc. and to have UETA, Inc. be possessed of all the estate, property, rights, privileges and franchises of UETA (San Ysidro), Inc. and UETA (Calxico), Inc., and

WHEREAS, the Board of Directors of UETA, Inc. deems it advisable and generally to the welfare of UETA, Inc. and its shareholders that UETA (San Ysidro), Inc. and UETA (Calxico), Inc. merge into UETA, Inc. pursuant to the provisions of the Florida Business Corporation Act (the "BCA") and the Delaware General Corporation Law (the "DGCL").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Constituent Corporations.** UETA (San Ysidro), Inc., UETA (Calxico), Inc. and UETA, Inc. shall be parties to the merger (the "Merger") of UETA (San Ysidro), Inc. and UETA (Calxico), Inc. into UETA, Inc.

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2. **Terms and Conditions of Merger.** UETA (San Ysidro), Inc. and UETA (Calxico), Inc. shall, pursuant to the provisions of the BCA and the DGCL, be merged with and into UETA, Inc., which shall continue to exist pursuant to the laws of the State of Delaware. Upon the Effective Date (as defined in paragraph 5 below), the existence of UETA (San Ysidro), Inc. and UETA (Calxico), Inc. shall cease. On the Effective Date, UETA, Inc. shall assume the obligations of UETA (San Ysidro), Inc. and UETA (Calxico), Inc.

3. **Certificate of Incorporation.** The Certificate of Incorporation of UETA, Inc. as of the Effective Date shall be the Certificate of Incorporation of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

4. **Bylaws.** The Bylaws of UETA, Inc. in effect as of the Effective Date shall be the Bylaws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

5. **Effective Date.** The Merger shall become effective when both the Articles of Merger have been filed with the Secretary of State of Florida and a Certificate of Ownership and Merger has been filed with the Secretary of State of Delaware (such time is referred to as the "Effective Date").

6. **Amendment of Plan of Merger.** The Board of Directors of UETA, Inc. is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

7. **Compliance with DGCL.** The laws of the State of Delaware permit mergers of wholly-owned subsidiary corporations of the State of Florida into a parent corporation of the State of Delaware; and the Merger is in compliance with such laws.

8. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of UETA, Inc. (i) each share of UETA (San Ysidro), Inc. and UETA (Calxico), Inc. stock outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each share of UETA, Inc. stock outstanding at the Effective Time shall remain outstanding.

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IN WITNESS WHEREOF, the parties herein have caused this Plan of Merger to be duly executed on the date first set forth above.

UBTA (Calafico), Inc.

By:

Name: Simon Falić
Title: President

UETA, Inc.

By:

Name: Simon Falic
Title: President

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