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## MERGER OR SHARE EXCHANGE

MOROCCO ENTERPRISES INC.

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merge  
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3/18/03

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MOROCCO ENTERPRISES, N.V., a nonqualified Delaware corp.

INTO

**MOROCCO ENTERPRISES INC.**, a Florida entity, P03000028599

File date: March 18, 2003

Corporate Specialist: Susan Payne

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

MOROCCO ENTERPRISES INC.  
1544 TARRAGONA DR.  
CORAL GABLES, FL 33134

SUBJECT: MOROCCO ENTERPRISES INC.  
REF: P0300002B599

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

PLEASE CONFIRM THAT THE MERGING CORPORATION IS A DELAWARE CORPORATION. THE SUFFIX "N.V." NORMALLY SIGNIFIES AN OUT-OF-THE-COUNTRY CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

### ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

Morocco Enterprises, N.V.  
1544 Tarragona Drive  
Coral Gables, FL 33134 USA

Jurisdiction: Delaware, Foreign Document # 2144792, a Delaware Corp.

Entity Type: Corporation

### ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

Morocco Enterprises Inc.  
1544 Tarragona Drive  
Coral Gables, FL 33134 USA

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P03000028599

Alfredo Xiques I FL Bar Member 599581  
Garcia & Baloyra  
Grand Bay Plaza  
2665 S. Bayshore Drive, Suite 200  
Coconut Grove FL 33133  
305-358-4800



## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1105 is being submitted.

1. The merging corporation's name and jurisdiction are listed below:

Name: Morocco Enterprises, N.V.

Jurisdiction: Delaware, Foreign Document # 2144792, a Delaware Corp.

2. The surviving corporation's name and jurisdiction are listed below:

Name: Morocco Enterprises Inc.

Jurisdiction: Florida

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of

Alfredo Xiques | FL Bar Member 599581

Garcia & Baloyra

Grand Bay Plaza

2665 S. Bayshore Drive, Suite 200

Coconut Grove FL 33133

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the surviving corporation shall remain outstanding.

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