

Division of Corporations

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P03000154579

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**ESCADOTE III CORP.**

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8/9/2005 2:53 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 9, 2005

ESCADOTE III CORP.
17555 COLLINS AVENUE
UPH4
SUNNY ISLES BEACH, FL 33160US

SUBJECT: ESCADOTE III CORP.
REF: P03000154579

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

Nether the name of the merging or surviving corporation currently have a comma in the name. Please remove the comma so the names read ESCADOTE III CORP. and ESCADOTE IV CORP.

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) 245-6901. FAX 850 205-0380.

Susan Payne
Senior Section Administrator

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**AGREEMENT AND PLAN OF MERGER
OF
ESCADOTE III CORP.
and
ESCADOTE IV CORP.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan"), dated as of June 28, 2005, by and between **ESCADOTE III CORP. ("Escadote III"), and ESCADOTE IV CORP. ("Escadote IV")** (collectively, the "**Corporations**"), all of which are Florida corporations validly existing under the laws of the State of Florida, do hereby submit the following plan of merger in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

WITNESSETH

WHEREAS, the name and jurisdiction of the surviving corporation (the "**Surviving Corporation**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote III Corp.	Florida	P03000154579

WHEREAS, the name and jurisdiction of the merging corporation (the "**Merging Corporation**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote IV Corp.	Florida	P03000154579

WHEREAS, the capital stock of each corporation is as follows:

<u>Name</u>	<u>Type of Stock</u>	<u>Shares</u>	<u>Par Value</u>	<u>Shares Issued:</u>
Escadote III Corp.	Common	1,000	\$1.00	1000
Escadote IV Corp.	Common	1,000	\$1.00	1000

WHEREAS, the Corporations have agreed that the Merging Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions and grants contained in this Plan and in order to consummate the transactions described above, the Corporations to this Plan, agree as follows:

1. **Merger.** The Corporations agree that effective the date of filing of the Articles of Merger with the Office of the Secretary of the State of Florida, the Merging

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Corporation shall be merged into the Surviving Corporation as a single corporation, upon the terms and conditions of this Plan, and that the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida.

2. **Manner and Basis of Converting Shares of the Corporations.** Each share of issued and outstanding common stock of the Merging Corporation shall be cancelled. Shares of stock of the Surviving Corporation outstanding at the date of this merger shall not be converted or exchanged.

3. **Terms, Conditions and Mode of Effecting the Merger.** This merger shall be effective upon the filing of the Articles of Merger in the Office of the Secretary of the State of Florida. Upon this merger becoming effective, the separate existences of the Merging Corporation shall cease, except to the extent continued by statute, and all of its property, rights, privileges, franchises, obligations and liabilities of whatever nature and description shall be transferred to, vest and devolve upon the Surviving Corporation without further act or deed.

4. **Articles of Incorporation.** Article I of the Articles of Incorporation of the Surviving Corporation shall be amended effective the date of the merger, to change the name of the Surviving Corporation to:

ESCADOTE III & IV CORP.

The Articles of Incorporation of the Surviving Corporation as in effect, on the effective date of this merger and after the foregoing amendment, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

5. **Post-Merger Amendment of Articles of Incorporation.** The Surviving Corporation reserves the right and powers after the date this merger is effective to alter, amend, change, repeal or restate any of the provisions contained in its Articles of Incorporation, in the manner now or hereafter provided by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

6. **Bylaws.** The Bylaws of the Surviving Corporation, as such Bylaws exist on the date this merger is effective, shall remain and be the bylaws of the surviving corporation until altered, amended, or repealed or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

7. **Directors.** The Directors of the Surviving Corporation as of the date this merger is effective shall continue in office until the next annual meeting of the shareholders thereof, or until their successors shall be elected and shall qualify.

8. **Officers.** The officers of the Surviving Corporation as of the date this merger is effective shall continue in office until the next annual meeting of the Board of

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Directors of the surviving corporation, or until their successors shall be elected and shall qualify.

9. **Termination.** This merger may be terminated at any time prior to the date this merger is effective by the Board of Directors of the Surviving Corporation.

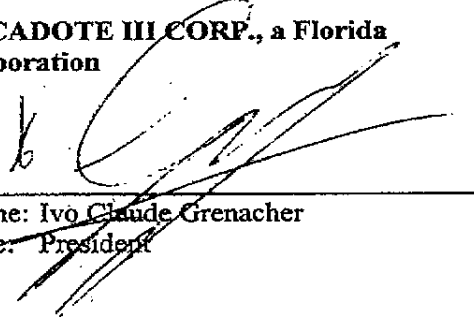
10. **Compliance with Florida Law.** The Merging Corporation and the Surviving Corporation shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

11. **Closing of Stock Books.** Upon the effective date of this merger, the transfer book of the Merging Corporation shall be closed and no transfer of shares of stock shall be made or consummated thereafter.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation, acting through their duly authorized officers, have caused their names and seals to be signed and attested, and affixed to Agreement and Plan of Merger, as of the date first set forth above.

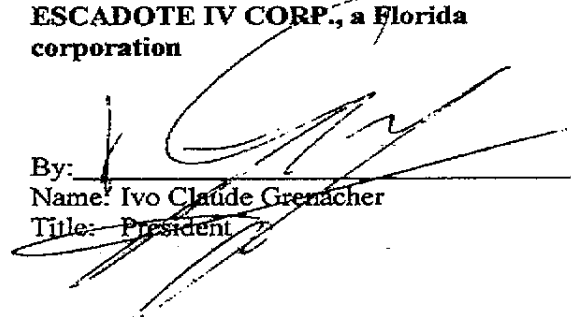
SURVIVING CORPORATION:

ESCADOTE III CORP., a Florida corporation

By: 
Name: Ivo Claude Grenacher
Title: President

MERGING CORPORATION:

ESCADOTE IV CORP., a Florida corporation

By: 
Name: Ivo Claude Grenacher
Title: President

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**ARTICLES OF MERGER
of
ESCADOTE III CORP.
and
ESCADOTE IV CORP.**

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 is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote III Corp.	Florida	P03000154579

SECOND: The name and jurisdiction of each merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote IV Corp.	Florida	P03000154576

THIRD: The Plan of Merger is attached.

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

FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on June 28, 2005.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the Sole Shareholder of the merging corporation on June 28, 2005.

SEVENTH: Articles of Incorporation. Article I of the Articles of Incorporation of the Surviving Corporation shall be amended effective the date of the merger, to change the name of the Surviving Corporation to:

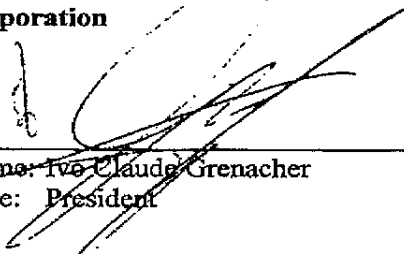
ESCADOTE III & IV CORP.

The Articles of Incorporation of the Surviving Corporation as in effect, on the effective date of this merger and after the foregoing amendment, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

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EIGHTH: SIGNATURES FOR EACH CORPORATION are as follows:

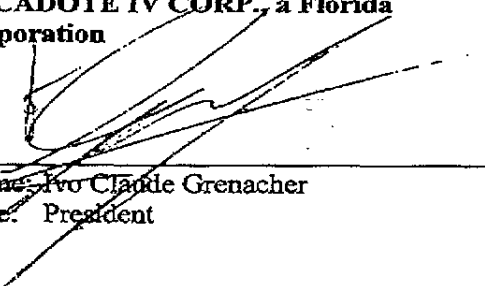
**ESCADOTE III CORP., a Florida
corporation**

By: 

Name: Ivo Claude Grenacher

Title: President

**ESCADOTE IV CORP., a Florida
corporation**

By: 

Name: Ivo Claude Grenacher

Title: President