

P04000039239

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

ARMA, INC.

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FAX AUDIT No. H05000000507

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1109 of the Florida Statutes.

FIRST: THE MERGING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party (the "Merging Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Arma International, Inc. 888 Brickell Ave., PH Miami, FL 33131	Florida	Corporation

Florida Document No. P04000173579

SECOND: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Arma, Inc. 888 Brickell Ave., PH Miami, FL 33131	Florida	Corporation

Florida Document No. P04000039239

FEI Number 980049886

THIRD: PLAN OF MERGER

The attached Plan of Merger ("Plan of Merger") meets the requirements of Sections 607.1101 and 607.1107 of the Florida Business Corporation Act, and was approved by each corporation that is a party to the merger in accordance with Section 607 of the Florida Business Corporation Act, on December 16, 2004.

A copy of the Plan of Merger is on file at the principal place of business of the Surviving Corporation at:

Arma, Inc.
888 Brickell Ave., PH
Miami, FL 33131

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A copy of the Plan of Merger will be furnished by such entity, on written request and without cost, to any shareholder of the Surviving Corporation and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

FOURTH: PERMITTED BY LAW AND GOVERNING DOCUMENTS

The merger is permitted under the laws of the State of Florida and is not prohibited by the Bylaws or Articles of Incorporation of either party to the merger.

These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

No amendments to the articles of incorporation of the Surviving Corporation are to be effected by the merger.

FIFTH: SHAREHOLDER APPROVAL / DISSENTER'S RIGHTS

The Plan of Merger was approved by the Directors and Shareholders of the Merging Corporation by unanimous consent on December 16, 2004 and was approved by the Directors and Shareholders of the Surviving Corporation by unanimous consent on December 16, 2004.

SIXTH: EFFECTIVE DATE

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

SEVENTH: TAX CLEARANCE

The Surviving Corporation will be responsible for the payment of all fees and franchise taxes for each of the Surviving Corporation and the Merging Corporation, and will pay such fees and franchise taxes if the same are not timely paid.

MERGING CORPORATION:

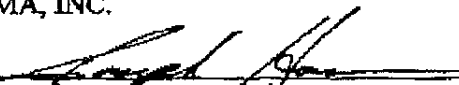
ARMA INTERNATIONAL, INC.

By: Name: Mustafa HassanTitle: President

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SURVIVING PARTY:

ARMA, INC.

By: 
Name: JOSEPH HASSAN
Title: VICE - PRESIDENT

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PLAN OF MERGER

Whereas, Arma, N.V. domesticated to the State of Florida under the laws of the State on Florida on March 1, 2004 as Arma, Inc.; and

Whereas, due to Netherlands Antilles law there is a possible cloud on the title to real property owned by Arma, Inc.; and

Whereas, in order to complete the domestication under Netherlands Antilles law and enable a title policy to be issued in connection with the sale of real property by Arma, Inc., Arma International, Inc. is being formed without assets under Florida law and then merged into Arma, Inc. with Arma, Inc. as the surviving corporation.

Now, therefore, this Plan of Merger (the "Plan of Merger"), which was adopted and approved as of the 16th day of December, 2004, by each party that is a party to the merger as described below, pursuant to Section 607 of the Florida Business Corporation Act.

FIRST: THE MERGING PARTY

The exact name and jurisdiction of the merging party (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Arma International, Inc.	Florida

SECOND: THE SURVIVING PARTY

The exact name and jurisdiction of the surviving party (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Arma, Inc.	Florida

THIRD: THE MERGER

1. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged into the Surviving Corporation in accordance with Sections 607.1101 and 607.1107 of the Florida Business Corporation Act. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation. All and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent as the Merging Corporation. The title to any real property, whether obtained by deed or otherwise, that

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is vested in the Merging Corporation shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. On the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. On the Effective Date, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. On the Effective Date, the shareholders of the Surviving Corporation shall continue to be the shareholders of the Surviving Corporation until additional shareholders are added or substituted.

5. The Surviving Corporation shall pay all expenses incident to the merger.

6. Subsequent to the Effective Date, the Merging Corporation shall not issue, sell, or issue rights to subscribe to, any shares of its capital stock or declare any dividends on its capital stock.

7. Subsequent to the Effective Date, the Merging Corporation shall not incur any obligations, whether by contract or otherwise, except those incurred pursuant to existing agreements and arrangements and those incurred in the ordinary course of business. Additionally, subsequent to the Effective Date, the Merging Corporation shall not dispose of any material portion of its business or property.

8. If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Corporation, the appropriate officers and directors of the Merging Corporation shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

9. The merger is intended to be a tax free reorganization pursuant to Section 368(a)(1)(A) and 897(c) of the Internal Revenue Code of 1968, as amended.

FOURTH : MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

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FOURTH: MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

1. On the Effective Date, all shares of common stock of the Merging Corporation (the "Shares") which shall be outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished.

2. On the Effective Date, each right to acquire additional Shares of the Merging Corporation, to the extent that any such rights exist, shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished.

FIFTH: SHAREHOLDER APPROVAL / DISSENTER'S RIGHTS

The Plan of Merger was approved by the Directors and Shareholders of the Merging Corporation by unanimous consent on December 16, 2004 and was approved by the Directors and Shareholders of the Surviving Corporation by unanimous consent on December 16, 2004.

SIXTH: EFFECTIVE DATE

The merger will become effective (the "Effective Date"), upon filing Articles of Merger with the Secretary of State of Florida, in accordance with Section 607.1109 of the Florida Business Corporation Act.

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