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Division of Corporations

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MERGER OR SHARE EXCHANGE

LYCHEE LAND, INC.

Certificate of Status	0
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Merger

04/14/04

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ARTICLES OF MERGER
OF
TOSCANY ACQUISITION, INC.
WITH AND INTO
LYCHEE LAND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LYCHEE LAND, INC., a Florida corporation (herein called "Lychee"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of TOSCANY ACQUISITION, INC., a Florida corporation (herein referred to as the "Toscany"), with and into Lychee. Lychee shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger shall be upon filing of these Articles of Merger (the "Effective Date").
3. Action by the shareholders of Lychee on this Plan of Merger is not required because the Articles of Incorporation of Lychee will not differ from its Articles before the merger, and each shareholder of Lychee, whose shares were outstanding immediately prior to the Effective Date of the merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.
4. The foregoing Plan of Merger was:
 - (a) Approved by the board of directors of Lychee by written consent of all directors effective as March 10, 2004;
 - (b) Approved by the board of directors of Toscany and recommended to its shareholders by written consent of all of its directors effective as of March 10, 2004; and
 - (c) Approved by written consent of the shareholders of Toscany, who were entitled to vote on such Merger, effective as of March 10, 2004.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

LYCHEE LAND, INC.,
a Florida corporation

By: Luigi Rastrelli

Luigi Rastrelli
Its President

TOSCANY ACQUISITION, INC.,
a Florida corporation

By: Luigi Rastrelli

Luigi Rastrelli
Its President

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Exhibit A

PLAN OF MERGER

1. The names of the corporations planning to merge are LYCHEE LAND, INC., a Florida corporation (herein referred to as "Lychee"), and TOSCANY ACQUISITION, INC., a Florida corporation (herein referred to as "Toscany"). On the Effective Date of the Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan") and in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act"), Toscany will be merged with and into Lychee, and the separate corporate existence of Toscany will cease and Lychee will continue as the surviving corporation (the "Merger").

2. The Merger will be effective upon filing of the Articles of Merger (the "Effective Date").

3. On the Effective Date of the Merger, the effect of such Merger will be as provided in this Plan and the applicable provisions of the Act. Without limiting the generality of the foregoing, at the applicable Effective Date of the Merger, all properties, rights, privileges and powers of Lychee and Toscany will vest in Lychee, as the surviving corporation, and all liabilities and obligations of Lychee and Toscany will become the liabilities and obligations of Lychee, as the surviving corporation.

4. The Articles of Incorporation and the Bylaws of Lychee, as the surviving corporation in such Merger, will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date of the Merger.

5. Each person who is a director or officer of Lychee immediately prior to the Effective Date of each Merger will continue to be a director or officer of Lychee, the surviving corporation in such Merger, from and after the Effective Date of such Merger and will serve in such capacity until his respective successor is duly elected or appointed, or until his death, resignation or removal.

6. On the Effective Date of the Merger, by virtue of such Merger and without any action on the part of any shareholder of Toscany, each share of common stock of Toscany, issued and outstanding immediately prior to the Effective Date of such Merger, will be canceled without payment of consideration of any kind therefor, and no shareholder of Toscany, by virtue of such Merger, shall have the right to acquire shares, obligations or other securities in Lychee.

7. Each shareholder of Lychee, whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

8. This Plan has been submitted to and approved by the director and shareholder of Toscany.

9. This Plan has been submitted to and approved by the directors of Lychee. Action by the shareholders of Lychee on this Plan is not required because the Articles of Incorporation of Lychee will not differ from its Articles before the merger, and each shareholder of Lychee, whose shares were outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the Merger.

10. The board of directors of each constituent corporation is hereby authorized to amend this Plan at any Date prior to the Effective Date of the Merger, to the extent permitted by law.