

05-12-04

11:00AM

FROM: AKERMAN, SENTERFITT &amp; EIDSON, P.A.

954-463-3503

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MERGER OR SHARE EXCHANGE

KKM TRADING, INC.

Certificate of Stamps	0
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Page Count	03
Estimated Charge	\$78.75

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FROM-AKERMAN SENTERFITT EIDSON PA

19544635503

T-146 P.02/04 F-731

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>KKM Trading, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Fobaka GmbH</u>	<u>Germany</u>

**Third:** The Agreement and Plan of Merger is attached.

**Fourth:** The merger shall become effective on May 12, 2004.


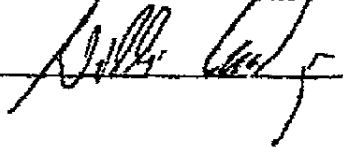
**Fifth:** Adoption of Merger by surviving corporation -

The Agreement and Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on April 9, 2004.

**Sixth:** Adoption of Merger by merging corporation -

The Agreement and Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on April 9, 2004.

**Seventh:** **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual &amp; Title</u>
KKM Trading, Inc.		<u>Robert Kraak, President</u>
Fobaka GmbH		<u>Willi Kraak, President</u>

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 9<sup>th</sup> day of April, 2004 by KKM Trading, Inc., a Florida corporation ("KKM") and Fobaka GmbH, a German corporation ("Fobaka").

### RECITALS

The Board of Directors of KKM and the Board of Directors of Fobaka have determined that it is advisable and in the best interest of each of KKM and Fobaka that Fobaka be merged with and into KKM on the terms and subject to the conditions set forth herein (the "Merger").

### ARTICLE I

#### The Merger

On the Effective Date (as defined in Article V hereof), Fobaka shall merge with and into KKM in accordance with the Florida Business Corporation Act, and the separate existence of Fobaka shall cease and KKM shall thereafter continue as the surviving corporation (the "Surviving Entity") under the laws of the State of Florida.

### ARTICLE II

#### The Surviving Entity

On the Effective Date, the Articles of Incorporation of KKM, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity.

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

On the Effective Date, the officers and directors of KKM immediately prior to the Effective Date shall be the officers and directors of the Surviving Entity until their successors are duly elected and qualified or until their earlier resignation, removal, death or disability.

### ARTICLE III

#### Manner and Basis of Converting Shares

On the Effective Date, each issued and outstanding share of common stock, par value \$0.01 per share, of Fobaka, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

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#### ARTICLE IV

##### Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of Fobaka shall vest in the Surviving Entity, and all liabilities and obligations of Fobaka shall become liabilities and obligations of the Surviving Entity.

#### ARTICLE V

##### Effective Date

As used in this Agreement, the term "Effective Date" shall mean May 1, 2004.

#### ARTICLE VI

##### Amendment, Modification and Termination

The Boards of Directors of KKM and/or Fobaka may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

KKM TRADING, INC.

By: 

Robert Kraak, President

FOBAKA GMBH

By: 

Willi Kraak, President