

P04000121843

(Requestor's Name)

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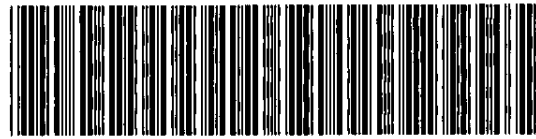
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

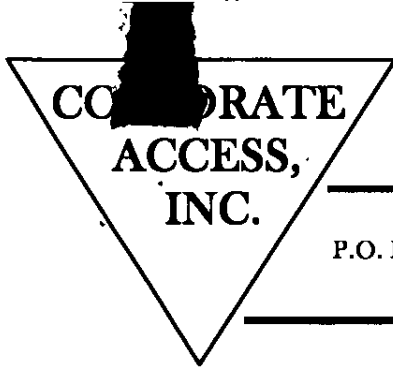
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C. Goulette APR 10 2008



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Merger

1.

Martinez Celaya, Inc.

P04-121843

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2008

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: MARTINEZ CELAYA, INC.
Ref. Number: P04000121843

*Corrected
Please file*

We have received your document for MARTINEZ CELAYA, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You need to have the manner of adoption for the merging corporation and the date of adoption.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 908A00020602

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes:

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Martinez Celaya, Inc.	California	C3085123

2. The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Martinez Celaya, Inc.	Florida	P04000121843

3. The Plan of Merger is attached.


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

5. The Plan of Merger was adopted by the board of directors of each corporation on January 30, 2008 and shareholder approval was not required.

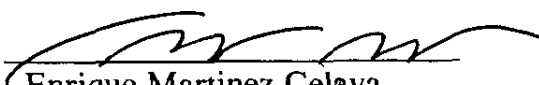
MARTINEZ CELAYA, INC.,
a California corporation

MARTINEZ CELAYA, INC.,
a Florida corporation

By


Enrique Martinez Celaya,
President

By


Enrique Martinez Celaya,
President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes.

The name and jurisdiction of the parent corporation owning at least 80% of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Martinez Celaya, Inc.	California

The name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Martinez Celaya, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Martinez Celaya, Inc., a California corporation, shall merge Martinez Celaya, Inc., a Florida corporation, its wholly-owned subsidiary corporation, into the California corporation and assume all of the obligations of the Florida corporation pursuant to section 607.1104, Florida Statutes. All of the outstanding shares of Martinez Celaya, Inc., a Florida corporation, shall be cancelled in the merger and no shares of Martinez Celaya, Inc., a California corporation, shall be issued in exchange for them.

[End of Plan of Merger.]