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MERGER OR SHARE EXCHANGE

TRADE MANAGEMENT SERVICES, INC.

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for
6/28/05

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Trade Management Services, Inc.	Florida	P05000031825

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Trade Management Services, Inc.	Illinois	D 5732 244 6
Trade Management Services, Inc.	Florida	P050000031825

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.

OR 07 / 01 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 1, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 1, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Trade Management Services, Inc.

Jurisdiction

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Trade Management Services, Inc.

Jurisdiction

Illinois

Third: The terms and conditions of the merger are as follows:

(See attachment)

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

(See attachment)

(Attach additional sheets if necessary)

PLAN & AGREEMENT OF MERGER

THIS PLAN & AGREEMENT OF MERGER between TRADE MANAGEMENT SERVICES, INC., a Florida corporation (hereinafter referred to as the "Florida Corporation"), and TRADE MANAGEMENT SERVICES, INC., an Illinois corporation (hereinafter referred to as the "Illinois Corporation").

The purpose of this Merger is to change the Illinois corporation's state of organization. After organization of the Florida Corporation, the Illinois Corporation shall be merged into the Florida Corporation.

The authorized capital of stock of the Florida Corporation consists of 1,000 shares of common voting stock, without par value, of which 1,000 shares are issued and outstanding.

The authorized capital of stock of the Illinois Corporation consists of 1,000 shares of common voting stock, without par value, of which 1,000 shares are issued and outstanding.

The Directors and Shareholders of the Florida Corporation and the Directors and Shareholders of the Illinois Corporation deem it advisable that the Illinois Corporation shall be merged into the Florida Corporation on the terms set forth in this Agreement:

IT IS, THEREFORE, AGREED AS FOLLOWS:

1. **MERGER: SURVIVING ENTITY**

1.1 Merger. On the Effective Date of the merger, the Illinois Corporation shall merge into the Florida Corporation, which shall be the surviving entity (the "Surviving Entity"). The Surviving Entity shall be governed by the laws of the state of Florida and shall retain its present name.

1.2 Articles of Incorporation. The Articles of Incorporation of the Florida Corporation shall, on and after the Effective Date of the merger, continue to be the Articles of Incorporation of the Surviving Entity until changed as provided by law.

2. **SHARES.**

2.1 Shares. Each issued share of the Illinois Corporation shall be cancelled as of the Effective Date of the merger. As of the date of the Merger, all of the shares of each of the Florida Corporation and Illinois Corporation were owned by the same shareholder.

3. **LIABILITIES AND OBLIGATIONS.**

3.1 Liabilities and Obligations. As of the date of the Merger, all liabilities and obligations of the Illinois Corporation shall be assumed by the Florida Corporation.

4. EFFECTIVE DATE.

4.1 Execution. This Agreement shall become immediately effective upon compliance with the laws of the states of Illinois and Florida.

4.2 Effectiveness. The merger of the Illinois Corporation into the Florida Corporation shall become effective as of July 1, 2005. The date of such effectiveness is referred to herein as the "Effective Date" of the merger.

5. MISCELLANEOUS.

5.1 Execution in Counterparts. For the convenience of the parties and to facilitate filing, this Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

5.2 Applicable Law. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the states of Illinois and Florida.

5.3 Entire Agreement. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereto.

IN WITNESS WHEREOF, this Agreement has been approved by resolutions duly adopted by the Shareholders and Directors of the Florida Corporation and the Shareholders and Directors of the Illinois Corporation and have been signed by duly authorized Officers of each entity.

Dated as of June 1, 2005.

ATTEST:

TRADE MANAGEMENT SERVICES, INC.,
a Florida corporation

By: Antoinette A. Vazquez
ANTOINETTE A. VAZQUEZ, Secretary

By: Antoinette A. Vazquez
ANTOINETTE A. VAZQUEZ, President

ATTEST:

TRADE MANAGEMENT SERVICES, INC.,
an Illinois corporation

By: Antoinette A. Vazquez
ANTOINETTE A. VAZQUEZ, Secretary

By: Antoinette A. Vazquez
ANTOINETTE A. VAZQUEZ, President