

P05000110944

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts JUL - 3 2007

**ELLIOT P. BORKSON, P.A.**

1313 S. Andrews Avenue  
Fort Lauderdale, FL 33316  
Telephone: (954) 462-6360  
Facsimile: (954) 462-5225

June 27, 2007

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Sunpak Caribe, Inc. merger with Sunpak USA, Inc.

To Whom It May Concern:

The enclosed Articles of Merger and \$70.00 filing fee are submitted for filing. Please return all correspondence concerning this matter to:

Elliot P. Borkson, P.A.  
1313 S. Andrews Avenue  
Ft. Lauderdale, FL 33316

If you have any questions or need anything further regarding this matter, please call Elliot P. Borkson at (954) 462-6360.

Sincerely yours,



Elliot P. Borkson

EPB:km  
Enclosure  
cc: Robert Smith

ARTICLES OF MERGER

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07 JUN 29 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUNPAK CARIBE, INC., the surviving corporation of the merger, hereby files these Articles of Merger pursuant to Florida statute 607.1109, executed in accordance with Florida statute 607.0120, and states as follows:

1. SUNPAK USA, INC., a Florida corporation, Document Number P05000071901, is being merged into SUNPAK CARIBE, INC., a Florida corporation, Document Number P05000110944, pursuant to the Plan of Merger attached hereto and made a part hereof, and SUNPAK CARIBE, INC. shall be the surviving corporation.

2. The Plan of Merger was unanimously approved by the Board of Directors and all of the Stockholders of SUNPAK USA, INC. and SUNPAK CARIBE, INC.

3. The effective date of the Merger shall be the date that the Articles of Merger are filed with the Secretary State of the state of Florida.

4. SUNPAK USA, INC. as well as SUNPAK CARIBE, INC. are both Florida corporations and the surviving corporation shall be a Florida corporation.

5. The surviving corporation, SUNPAK CARIBE, INC., shall continue to maintain its principal address at 540 Silicon Drive, Suite 100, Southlake, Texas 76092-7507.

6. The Registered Agent's name and address of SUNPAK CARIBE, INC. shall continue to be Grouper & Associates, P.A., 6550 N. Federal Highway, Suite 522, Ft. Lauderdale, Florida 33308-1417.

IN WITNESS WHEREOF, this Articles of Merger was executed this 22<sup>nd</sup> day of

June, 2007.

SUNPAK CARIBE, INC.

By:

Robert J. Smith, President

Acknowledged and agreed to on behalf of SUNPAK USA, INC.:

By:

Robert J. Smith, President

## PLAN OF MERGER

The undersigned entities, desiring to merge one into the other, hereby adopt this Plan of Merger, pursuant to Florida statute 607.1101, 607.1103, 607.1105, and other applicable Florida statutes, and state as follows:

1. SUNPAK USA, INC., a Florida corporation, Document Number P05000071901, filed with the Secretary of State of the state of Florida on May 16, 2005, is merging into SUNPAK CARIBE, INC., a Florida corporation, Document Number P05000110944, which was filed with the Secretary of State of the state of Florida on August 10, 2005. SUNPAK CARIBE, INC. shall be the surviving corporation.

2. Upon the effective date of the Merger, SUNPAK USA, INC. shall cease to exist and the surviving corporation shall be SUNPAK CARIBE, INC.

3. All the assets of SUNPAK USA, INC. shall become the assets of SUNPAK CARIBE, INC. and SUNPAK CARIBE, INC. shall assume all legal debts and obligations of SUNPAK USA, INC.

4. The shares of stock of SUNPAK USA, INC. shall be cancelled and each Stockholder shall receive one (1) share of stock of SUNPAK CARIBE, INC. for each share of SUNPAK USA, INC. that was cancelled. Other than the issuance of shares of SUNPAK CARIBE, INC., no additional consideration, either in cash or other property, shall be paid to the holders of the shares of SUNPAK USA, INC.

5. The surviving corporation, SUNPAK CARIBE, INC.'s, Articles of Incorporation shall remain as they are and shall not be amended or restated as a result of the Merger.

6. The effective date of the Merger shall be the date that the Articles of Merger are filed with the Secretary of State of the state of Florida.

7. The Officers and Directors of the surviving corporation, SUNPAK CARIBE, INC., shall continue in their capacity until their successors are elected or appointed.

~~8.~~ Subsequent to the effective date of the Merger, SUNPAK CARIBE, INC. shall filed an amendment to its Articles of Incorporation in order to change its name to SUNPAK USA, INC. and do business under that name.

9. The surviving corporation, SUNPAK CARIBE, INC., shall retain, as its principal address: 540 Silicon Drive, Suite 100, Southlake, Texas 76092-7507.