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MERGER OR SHARE EXCHANGE

ARGOS USA CORP.

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**ARTICLES OF MERGER OF ARGOS USA CORP.
WITH AND INTO ARGOS USA CORP.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Argos USA Corp.	Delaware	4270502

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Argos USA Corp.	Florida	P05000134006

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 12:01 o'clock A.M. on January 1, 2007.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 22, 2006.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 22, 2006.

[Remainder of this page intentionally left blank.]

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by their respective officers, all as of the date and year first above written.

ARGOS USA CORP., a Florida corporation

By: 

Name: Jose Alberto Velez

Title: President

ARGOS USA CORP., a Delaware corporation

By: 

Name: Jose Alberto Velez

Title: President

[ARTICLES OF MERGER (FL)]

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER made this 22nd day of December, 2006, between **ARGOS USA CORP.**, a Florida corporation ("Argos FL"), and **ARGOS USA CORP.**, a Delaware corporation, ("Argos DE").

WHEREAS, the Board of Directors of Argos FL and Argos DE, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Argos FL merge with Argos DE under and pursuant to the provisions of the Business Corporation Law of Florida and of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

ARTICLE 1 - MERGER

1.1 Subject to the terms and conditions hereof, Argos FL shall be merged with and into Argos DE, the separate existence of Argos FL shall cease and Argos DE shall continue as the surviving corporation (the "Merger"). Argos DE as the surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation."

1.2 As promptly as practicable after the date of this Agreement, the parties hereto shall cause the Merger to be consummated by delivering Articles of Merger to the Secretary of State of Delaware and the Secretary of State of Florida, in such form as required by, and executed in accordance with, the relevant provisions of the Business Corporation Act of Florida, as amended (the "FL Act"), and the General Corporation Law of the State of Delaware, as amended (the "DE Act"), to be effective at 12:01 o'clock A.M. on January 1, 2007 (the "Effective Time").

1.3 At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, (a) each of the issued and outstanding shares of capital stock of Argos FL shall be converted into .00003327 fully paid and nonassessable shares of common stock of the Surviving Corporation and (b) the issued and outstanding shares of capital stock of Argos DE shall not be converted, exchanged or altered in any manner and shall remain outstanding as fully paid and nonassessable shares of capital stock of the Surviving Corporation.

1.4 The Certificate of Incorporation and Bylaws, respectively, of Argos DE, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

1.5 The officers and directors of the Argos DE immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, in each case until their respective successors are duly elected and qualified.

1.6 The Merger shall otherwise have the effects set forth in the FL Act and the DE Act.

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ARTICLE 2 - TERMINATION OF AGREEMENT

This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time by the consent of the Boards of Directors of Argos DE.

ARTICLE 3 - MISCELLANEOUS

If any term or provision of this Agreement is held by a court or other authority of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Delaware, without giving effect to the conflict of laws rules thereof.

[Signature page follows]

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective officers, all as of the date and year first above written.

ARGOS USA CORP., a Florida corporation

By: _____
Name: Jose Alberto Velez
Title: President

ARGOS USA CORP., a Delaware corporation

By: _____
Name: Jose Alberto Velez
Title: President