

To: FI Dept of State  
Subject: 000409.55933

From: Tracy Spear

Tuesday, August 08, 2006 3:51 PM Page: 1 of 8

P05000138839

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**MYDYA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
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Merger

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H06000199346 3

## ARTICLES OF MERGER

Pursuant to the provisions of the Florida Business Corporation Act, the following articles of merger (the "Articles of Merger") have been duly adopted and are submitted in accordance with Section 607 of the Florida Business Corporation Act.

### FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mydya, Inc. 1930 Harrison Street, Suite 404 Hollywood, FL 33020	Delaware	Corporation
Delaware Document/Registration Number: 4199238 FEI Number: 20-5329871		

### SECOND: THE MERGING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party (the "Merging Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mydya, Inc. 1930 Harrison Street, Suite 404 Hollywood, FL 33020	Florida	Corporation
Florida Document/Registration Number: P05000138839 FEI Number: 54-2185320		

**THIRD:** The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease. The Surviving Corporation is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

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

**FIFTH:** In accordance with applicable Florida law, the Plan of Merger was approved by the Sole Shareholder and Directors of the Merging Corporation on August 8, 2006.

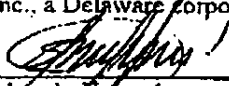
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H06000199346 3

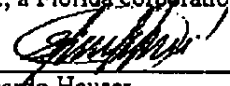
**SIXTH:** In accordance with applicable law, the Plan of Merger was approved by the Sole Shareholder and Director of the Surviving Corporation on August 8, 2006.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of August 8, 2006.

**SURVIVING PARTY:**

	Mydya, Inc., a Delaware corporation
By:	
Name:	Eduardo Hauser
Title:	President

**MERGING PARTY:**

	Mydya, Inc., a Florida corporation
By:	
Name:	Eduardo Hauser
Title:	President

H06000199346 3

To: FI Dept of State  
Subject: 000409.55933

From: Tracy Spear

Tuesday, August 08, 2006 3:51 PM Page: 4 of 8

H06000199346 3

**Exhibit A**  
**Agreement and Plan of Merger**

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H06000199346 3

H06000199346 3

**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "**Agreement**") is made and entered into as of the 8<sup>th</sup> day of August, 2006, by and among the corporation identified as the Merging Corporation on the signature page hereof (the "**Merging Corporation**"), and the corporation identified as the Surviving Corporation on the signature page hereof (the "**Surviving Corporation**").

**WITNESSETH:**

**WHEREAS**, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, the Surviving Corporation has been organized for the purpose of continuing the business of the Merging Corporation subsequent to the Merger (as defined below) contemplated hereby and is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware;

**WHEREAS**, the sole shareholder of the Merging Corporation is also the sole shareholder of the Surviving Corporation;

**WHEREAS**, the sole shareholder of the Merging Corporation will exchange all of the outstanding shares of the Merging Corporation for shares of the Surviving Corporation on a 1-for-2.453 basis, such that said shareholder shall own all of the outstanding shares of the Surviving Corporation;

**WHEREAS**, pursuant to duly authorized action by their respective Board of Directors and Shareholders, as applicable, the Merging Corporation and the Surviving Corporation have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable provisions of Florida and Delaware law; and

**WHEREAS**, the parties intend for the Merger to constitute a tax free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended;

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER**. The Merging Corporation and the Surviving Corporation agree that the Merging Corporation shall be merged with and into the Surviving Corporation, as a single and Surviving Corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Delaware as the Surviving Corporation.

H06000199346 3

H06000199346 3

2. **SURVIVING CORPORATION.** At the Effective Time (as defined below) of the Merger:

(1) The Surviving Corporation shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations as are provided by the Delaware Statutes.

(2) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Corporation shall be as follows:

(1) **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation attached to the Certificate of Merger filed with the Delaware Secretary of State on the date hereof shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended.

(2) **Bylaws.** The bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be the bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Time, each share of common stock of the Merging Corporation shall be surrendered to the Surviving Corporation, and 2,453 shares of common stock of the Surviving Corporation will be issued in exchange therefor.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective board of directors and shareholders of the Merging Corporation and the Surviving Corporation. The proper officers of the Merging Corporation and the Surviving Corporation, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the time of filing of the Certificate of Merger with respect to the Merger with the Offices of the Secretaries of State of Delaware and the state of incorporation of the Merging Corporation (the "Effective Time").

7. **MISCELLANEOUS.**

(1) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

H06000199346 3

To: FI Dept of State  
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Tuesday, August 08, 2006 3:51 PM Page: 7 of 8

H06000199346 3

(2) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the members of the Merging Corporation and the shareholders of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(3) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(4) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

[Signatures on the Next Page]

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H06000199346 3

H06000199346 3

**IN WITNESS WHEREOF**, Mydya, Inc., a Florida corporation, which is the Merging Corporation, and Mydya, Inc., a Delaware corporation, which is the Surviving Corporation, have caused this Agreement to be entered into as of the date first above written.

**CONSTITUENT ENTITIES:**

**MERGING CORPORATION:**

**MYDYA, INC.**

By:   
Name: Eduardo Hauser  
Title: President

**SURVIVING ENTITY:**

**MYDYA, INC.**

By:   
Name: Eduardo Hauser  
Title: President

H06000199346 3