

Division of Corporations

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**Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
USPLY TRADING COMPANY**

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**ARTICLES OF MERGER
OF
BESTPLY WOOD PRODUCTS CORP.,
a Florida corporation
and
USPLY TRADING COMPANY,
a Florida corporation**

Pursuant to the provisions of the Florida Business Corporation Act, governing the merger of Florida corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging corporations are **BESTPLY WOOD PRODUCTS CORP.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and the existence of which will cease, and **USPLY TRADING COMPANY** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, and which shall be the surviving corporation.
2. The Agreement and Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A".
3. The merger shall be effective as of 11:59 p.m. on December 31, 2009.
4. The Agreement and Plan of Merger was approved and adopted by the Board of Directors and Shareholders of both the Disappearing Corporation and the Surviving Corporation by written consents dated December 28, 2009.
5. The Surviving Corporation will continue to exist under the name "**USPLY TRADING COMPANY**" pursuant to the provisions of the laws of the State of Florida.

BESTPLY WOOD PRODUCTS CORP.,
a Florida corporation

By: 
Alexandre Amara, President

USPLY TRADING COMPANY,
a Florida corporation

By: 
Alexandre Amara, President

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EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER
OF
BESTPLY WOOD PRODUCTS CORP.,
a Florida corporation
and
USPLY TRADING COMPANY,
a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER by and between BESTPLY WOOD PRODUCTS CORP. (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and USPLY TRADING COMPANY (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporations:

WITNESSETH:

WHEREAS, the Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders and business associates of the corporations; and

WHEREAS, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Agreement and Plan, agree to as follows:

1. The Disappearing Corporation shall be merged with and into the Surviving Corporation. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporation and the Surviving Corporation, and shall be filed with the Florida Department of State.

3. The Surviving Corporation shall continue its existence under the name of "USPLY TRADING COMPANY" pursuant to the provisions of the Florida Business Corporation Act.

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4. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Each of the shares of capital stock of the Disappearing Corporation that are issued and outstanding as of the effective date of the merger, will be converted into the right to receive certain consideration as specified herein, and upon delivery of such consideration all of such shares of capital stock will be cancelled and retired and all rights in respect thereof will cease to exist. Each of the shares of capital stock of the Disappearing Corporation held in the Disappearing Corporation's treasury as of the effective date of the merger will be cancelled and retired and all rights in respect thereof will cease to exist, without any conversion thereof or payment of any consideration therefor. Any rights to acquire shares of the Disappearing Corporation that exist as of the effective date of the merger (including without limitation, any stock options, warrants or subscriptions) will be cancelled and retired and all rights in respect thereof will cease to exist, without any conversion thereof or payment of any consideration therefor. All of the issued and outstanding shares of common stock of the Disappearing Corporation presently held by Kostur Cambio & Turismo, Ltda shall be converted as of the effective date of the merger into the right to receive \$250,000.00 by way of a 3-year promissory note made by the Surviving Corporation which provides for quarterly payments of interest only with a balloon upon maturity. Additionally, the presently issued and outstanding shares of capital stock of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefor, but each said share of capital stock of the Surviving Corporation which is issued and outstanding immediately prior to the effective date of the merger shall continue to represent one issued and outstanding share of capital stock of the Surviving Corporation.

6. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

7. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. The Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger of the merger provided herein.

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11. This Agreement and Plan may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the filing of Articles of Merger with the Florida Department of State; provided that any amendment made subsequent to the adoption of this Agreement and Plan by the stockholders of Disappearing Corporation or Surviving Corporation shall not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Agreement and Plan if such alteration or change would adversely affect the holders of capital stock of the Surviving Corporation or Disappearing Corporation.

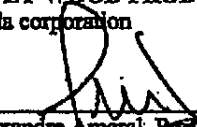
12. This Agreement and Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

13. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Agreement and Plan as of the date first above written.

This Agreement and Plan of Merger has been executed by the parties on this 28th day of December, 2009.

BESTPLY WOOD PRODUCTS CORP.,
a Florida corporation

By: 
Alexandre Amaral, President

USPLY TRADING COMPANY,
a Florida corporation

By: 
Alexandre Amaral, President