

P06000052079

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000118814 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FILED
06 APR 28 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FL 32399

MERGER OR SHARE EXCHANGE

MD LUXURY NETWORK, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED
06 APR 28 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

Mugger
4-28-06

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MD Luxury Network, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MD Luxury Network, Inc.	New York	

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 April 26, 2006

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 April 26, 2006

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)

16448 - 12/20/05 C.T. Ryland Office

FILED
 06 APR 28 AM 9:45
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

MD Luxury Network, Inc.

Angelo Zito

MD Luxury Network, Inc.

Angelo Lito

PLAN OF MERGER

of
MD LUXURY NETWORK, INC.
a New York corporation

with and into
MD LUXURY NETWORK, INC.
a Florida corporation

PLAN OF MERGER (the "Plan of Merger"), dated as of April 26, 2006 by and between MD Luxury Network, Inc., a New York corporation ("MDNY") and MD Luxury Network, Inc., a Florida corporation ("MDFL"), with reference to the following recitals:

A. MDNY is a corporation duly organized, validly existing and in good standing under the laws of the State of New York. MD Luxury Network SA, a corporation incorporated under the laws of Luxembourg owns all of the outstanding shares of capital stock of MDNY.

B. MDFL is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida. MD Luxury Network SA, a corporation incorporated under the laws of Luxembourg owns all of the outstanding shares of capital stock of MDFL.

C. The Board of Directors of each of MDNY and MDFL have adopted resolutions approving this Plan of Merger in accordance with New York Business Corporation Law (the "NYBCL") and the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. MDNY and MDFL (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger, Service of Process. At the Effective Time (as defined in Section 3 hereof), MDNY shall be merged with and into MDFL, which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation, which shall continue to be governed by the laws of the State of Florida, hereby agrees that it may be served with process in the State of New York in any proceeding for enforcement of any obligation of MDNY, as well as for enforcement of any obligation of the Surviving Corporation

L-PH/2399400.1

arising from the merger. A copy of such process shall be mailed by the Secretary of State of the State of New York to the Surviving Corporation at MD Luxury Network, Inc., 701 Brickell Avenue, Suite 1490, Miami, Florida 33131.

3. Filing and Effective Time. Articles of Merger to be filed with the Secretary of the State of the State of Florida in accordance with Section 607.1105 of the FBCA and a Certificate of Merger to be filed with the Secretary of State of the State of New York in accordance with Section 907 of the NYBCL shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon filing of the Articles of Merger with the Secretary of the State of the State of Florida and the Certificate of Merger with the Secretary of State of the State of New York (the "Effective Time").

4. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of MDFL shall be and thereafter remain the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the State of Florida.

5. Bylaws. At the Effective Time, the Bylaws of MDFL shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of MDFL shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the NYBCL and the FBCA.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all actions and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of MDNY acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the merger, or (b) otherwise carry out the purposes of this Plan of Merger, MDNY and its proper directors and officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper directors and officers of the Surviving Corporation are fully authorized in the name of MDNY or otherwise to take any and all such action.

1-PF623994001

9. Capital Stock. At the Effective Time, all of the issued and outstanding shares of MDNY shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without any payment of any consideration therefor and shall cease to exist.

10. Amendment or Termination. This Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

REMAINDER OF PAGE LEFT INTENTIONALLY BLANK

1-204/2356400.1

IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Sole Director of each of MD Luxury Network, Inc. and MD Luxury Network, Inc. have duly executed this Plan of Merger as of the date first written above.

MD LUXURY NETWORK, INC.
a New York corporation

By: 

Name: Angelo Zito
Title: President and CEO, Secretary &
Treasurer

MD LUXURY NETWORK, INC.
a Florida corporation

By: 

Name: Angelo Zito
Title: President and CEO, Secretary &
Treasurer

1-PH/2390400.1