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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

KETTAL NORTH AMERICA, INC.

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Merger

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7/15/09

(H09000163589)

ARTICLES OF MERGER
OF
GRUPO KETTAL NORTH AMERICA, INC.
(a Florida corporation)
AND
KETTAL NORTH AMERICA, INC.
(a Florida corporation)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide that:

1. Grupo Kettal North America, Inc., a Florida corporation (the "**Parent**"), shall be merged with and into its wholly-owned subsidiary, Kettal North America, Inc., a Florida corporation (the "**Subsidiary**"), which shall be the surviving corporation.

2. The merger shall become effective as of the date on which these Articles of Merger are filed with the Florida Secretary of State.

3. The Agreement and Plan of Merger dated as of June 26, 2009 (the "**Agreement and Plan of Merger**"), pursuant to which the Parent shall be merged with and into the Subsidiary, was unanimously adopted by the Board of Directors of the Parent on June 26, 2009. The Agreement and Plan of Merger is attached to these Articles of Merger as **Attachment A**.

4. Pursuant to the provisions of Section 607.1104 of the FBCA, the Agreement and Plan of Merger did not require the approval by the shareholders of the Parent or the Subsidiary or by the Board of Directors of the Subsidiary.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Parent and the Subsidiary by their sole director as of June 26, 2009.

[SIGNATURE PAGE TO FOLLOW]

(H09000163589)

(H09000163589)

GRUPO KETTAL NORTH AMERICA, INC.

By: _____

Name: ALEJANDRO ALORDA

Title PRESIDENT



KETTAL NORTH AMERICA, INC.

By: _____

Name: ALEJANDRO ALORDA

Title PRESIDENT



(H09000163589)

(H09000163589)

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 1 day of July, 2009 by Alejandro Alorda as Director of Kettal North America, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or produced _____ as identification and did/did not take an oath.

NOTARY PUBLIC

Sign _____

Print _____

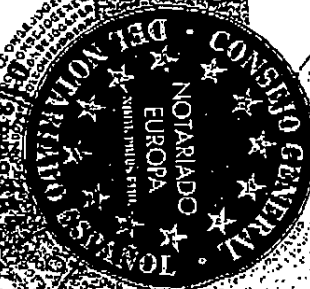
Yo, JAIME RUIZ CABRERO,
Notario del Ilustre Colegio Notarial
de Catalunya, con residencia en la
ciudad de Barcelona. _____

I, JAIME RUIZ CABRERO,
Notary of the "Ilustre Colegio
Notarial de Catalunya", resident in
the city of Barcelona. _____

DOY FE: Que legitimo la firma que
antecede de Don Alejandro Alorda,
por ser coincidente con otra que
consta en mi protocolo. --
Barcelona, a uno de julio de dos mil
nueve. _____
Asiento n° 601 del Libro Indicador
del año en curso. _____

I hereby certify: That the above
signature by Mr. Alejandro Alorda,
is fully coincident with a legitimate
one which I keep in my protocol.----
Barcelona, on July, the first, 2009. --
Seat n° 601 of the book of the year
indicator. _____

SELLO DE
LEGITIMACIONES Y
LEGALIZACIONES



FE PÚBLICA
NOTARIAL

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ATTACHMENT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("**Plan of Merger**") effective as of June 26, 2009 between Grupo Kettal North America, Inc., a Florida corporation (the "**Parent**"), and Kettal North America, Inc., a Florida corporation (the "**Subsidiary**").

Recitals

- A. The Parent is a wholly-owned subsidiary of Kettal S.A., a Spanish Corporation.
- B. The Subsidiary is a wholly-owned subsidiary of the Parent.
- C. The Parent desires to merge with and into the Subsidiary on the terms and conditions set forth below.

Agreement

1. **The Merger.** At the Effective Time of the Merger (as defined in Section 2 below), in accordance with the Florida Business Corporation Act (the "**FBCA**") and the terms of this Plan of Merger, the Parent will be merged with and into the Subsidiary (the "**Merger**"), the separate corporate existence of the Parent shall cease, and the Subsidiary shall continue its corporate existence under the laws of Florida under its present name (the "**Surviving Corporation**").

2. **Effective Time of the Merger.** The Merger shall not become effective until (subject to the terms and conditions of this Plan of Merger) 5:00 o'clock p.m. Eastern time on the day on which this Plan of Merger is filed with the Florida Department of State and when the following actions shall have in all respects been completed:

a. This Plan of Merger has been approved by the directors of the Parent in accordance with the requirements of the FBCA; and

b. The Articles of Merger have been executed and verified and filed in the office of the Secretary of State of Florida (the "**Effective Time of the Merger**").

3. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and Bylaws of the Subsidiary in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation from the Effective Time of the Merger until further amended in accordance with the laws of the State of Florida.

4. **Manner and Basis of Converting Securities.** At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the parties or otherwise:

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(a) all shares of common stock, par value \$0.01 per share, of the Parent, that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be converted into one share of common stock, par value \$0.01 of the Surviving Corporation; and

(b) all shares of common stock, par value \$0.01 per share, of the Subsidiary that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion.

6. Effect of the Merger. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of the Parent. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of the Parent shall be vested in the Surviving Corporation without further act or deed. The title to and all interests in all real estate vested in the Parent shall be vested in the Surviving Corporation without further act or deed. The title to and all interests in real estate vested in the Parent shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due the Parent shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of the Parent existing as of the Effective Time of the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed as of the date first written above.

[SIGNATURE PAGE TO FOLLOW]

(H09000163589)

(H09000163589)

GRUPO KETTAL NORTH AMERICA, INC.

By: _____

Name: ALEJANDRO ALORDA
Title PRESIDENT



KETTAL NORTH AMERICA, INC.

By: _____

Name: ALEJANDRO ALORDA
Title PRESIDENT



(H09000163589)

(H09000163589)

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 1 day of July 2009 by Alejandro Alorda, as President of Grupo Kettal North America, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or produced _____ as identification and did/did not take an oath.

NOTARY PUBLIC

Sign _____

Print _____

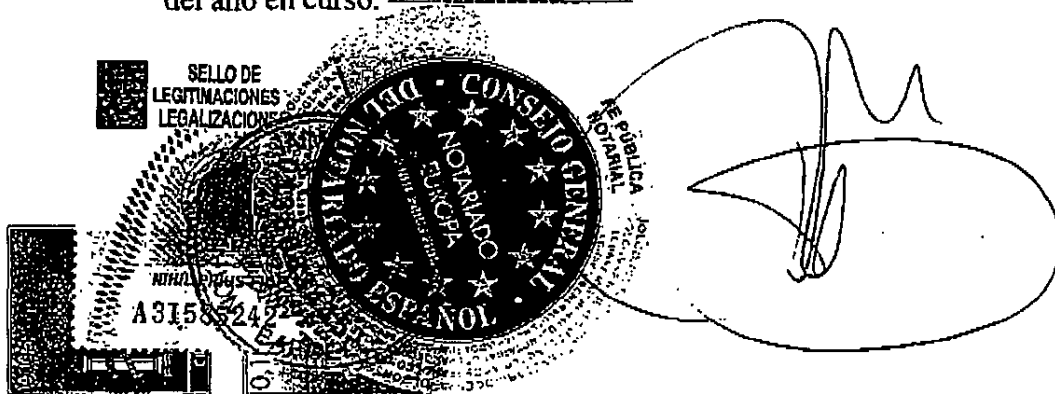
Yo, JAIME RUIZ CABRERO,
Notario del Ilustre Colegio Notarial
de Catalunya, con residencia en la
ciudad de Barcelona. -----

I, JAIME RUIZ CABRERO,
Notary of the "Ilustre Colegio
Notarial de Catalunya", resident in
the city of Barcelona. -----

DOY FE: Que legitimo la firma que
antecede de Don Alejandro Alorda,
por ser coincidente con otra que
consta en mi protocolo. ---
Barcelona, a uno de julio de dos mil
nueve. -----

Asiento n° 600 del Libro Indicador
del año en curso. -----

I hereby certify: That the above
signature by Mr. Alejandro Alorda,
is fully coincident with a legitimate
one which I keep in my protocol. ---
Barcelona, on July, the first, 2009. --
Seat n° 600 of the book of the year
indicator. -----



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