

P92000009277

SALUSSOLIA
A S S O C I A T E S
A T T O R N E Y S A T L A W

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July 16, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger for HOT FUN, INC.

100004484681--3
-07/18/01--01071--001
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herewith please find an original and a copy of the Articles of Merger along with a copy of the Agreement and Plan of Merger for the above referenced company. Please file the Articles of Merger and return a certified copy to me at the following address:


Stefania Bologna, Esq.
SALUSSOLIA & ASSOCIATES
First Union Financial Center
200 South Biscayne Boulevard
Suite 4815
Miami, FL 33131

Enclosed please also find our firm's check in the amount of \$78.75 as payment of the required fees.

Your attention to this matter is greatly appreciated, and should you have any questions, please do not hesitate to contact our office.

Sincerely,

SALUSSOLIA & ASSOCIATES


Stefania Bologna, Esq.

Enclosures

FILED
01 JUL 18 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
JUL 20 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNSET REAL ESTATE INVESTMENTS, INC., a Florida entity, P96000013178

INTO

HOT FUN, INC., a Florida entity, P92000009277

File date: July 18, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
SUNSET REAL ESTATE INVESTMENTS, INC.
INTO
HOT FUN, INC.

FILED
01 JUL 18 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under the Provisions of
Section 607.1105, Florida Statutes

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations hereby certify:

1. The name of the corporations which are parties to the merger are Sunset Real Estate Investments, Inc. and Hot Fun, Inc., each a Florida corporation. Sunset Real Estate Investments, Inc. is the merging corporation in the merger (the "Merging Corporation"). Hot Fun, Inc. is the surviving corporation in the merger (the "Surviving Corporation").
2. The merger shall become effective upon the filing of these Articles of Merger with the State of Florida, Department of State.
3. The Agreement and Plan of merger was duly adopted and approved by the sole Director and the sole Shareholder of the Merging Corporation by an Unanimous Written Consent, dated as of June 1, 2001, in the manner and by vote required by the laws of the State of Florida. The Agreement and Plan of Merger was duly adopted and approved by the Board of Directors of the Surviving Corporation, by a Written Consent Resolution, dated as of June 1, 2001, in the manner and by vote required by the laws of the State of Florida. Action by the Shareholders of the Surviving Corporation on the Agreement and Plan of Merger was not required pursuant to Section 607.1103 (7), Florida Statutes.
4. Each share of issued and outstanding common stock of the Merging Corporation shall be canceled and shall not be converted into any shares, rights, obligations or other securities of the Surviving Corporation, nor shall any cash or other property be paid or delivered in exchange therefor or upon surrender thereof.

IN WITNESS WHEREOF, Sunset Real Estate Investments, Inc. and Hot Fun, Inc. have caused these Articles of Merger to be executed by their respective Presidents this 1st day of June, 2001.

SUNSET REAL ESTATE
INVESTMENTS, INC.

By: 

Mauro Tani, President

HOT FUN, INC.

By: 

Marcella Manca, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of this 1st day of June, 2001 by and between SUNSET REAL ESTATE INVESTMENTS, INC., a Florida corporation (hereinafter referred to as the "Merging Corporation"), and HOT FUN, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

W I T N E S S E T H

WHEREAS, the Board of Directors of the Surviving Corporation and the Sole Director and the sole Shareholder of the Merging Corporation deem it advisable for their general welfare and advantage that the Merging Corporation be merged with and into the Surviving Corporation under the laws of the State of Florida, and that said surviving and continuing corporation shall not be a new corporation but shall be the Surviving Corporation whose existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger as set forth herein (hereinafter referred to as the "Merger"); and

WHEREAS, no shares of the Surviving Corporation will be issued in the Merger due to the fact that:

The capital stock of the Merging Corporation is represented by 1,000 shares of \$0.10 par value common stock;

The capital stock of the Surviving Corporation is also represented by 1,000 shares of \$0.10 par value common stock;and

The Merging Corporation and the Surviving Corporation are substantially owned by the same controlling shareholders, and the Shares have been issued reflecting the respective shareholders equity in the Merging Corporation and in the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants hereinafter set forth, the parties hereby agree as follows:

(1) The names of the corporations which are parties to the merger are Sunset Real Estate Investments, Inc., a Florida corporation (the "Merging Corporation"), and Hot Fun, Inc., a Florida corporation (the "Surviving Corporation").

(2) On the effective date of the Merger (as determined in accordance with paragraph 6 below) (the "Effective Date"), the Merging Corporation shall be merged with and into the Surviving Corporation, governed by the laws of the State of Florida.

(3) No shares of the Surviving Corporation shall be in any way changed or affected by reason of such Merger in the Articles of Incorporation or by-laws of the Surviving Corporation.

(4) On the Effective Date, the outstanding shares of the Merging Corporation shall be canceled and shall not be converted into any shares, rights, obligations, or other securities of the Surviving Corporation or of any other corporation, nor shall any cash or any other property be paid or delivered in exchange therefor or upon surrender thereof.

(5) On the Effective date, the separate existence of the Merging Corporation shall cease, and the Merging Corporation and the Surviving Corporation shall become a single corporation, which shall have the purposes and shall possess all the rights, privileges, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities and duties of the Merging Corporation and the Surviving Corporation; shall be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to the Merging Corporation and the Surviving Corporation.

(6) The Merger shall become effective on the day on which Articles of Merger shall have been filed with the State of Florida, (the "Effective Date").

(7) The Officers of the Surviving Corporation on the Effective Date shall continue as the Officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

The sole director of the Surviving Corporation on the Effective Date shall be MAURO TANI for the full unexpired terms of his office and until his successor has been elected or appointed and qualified.

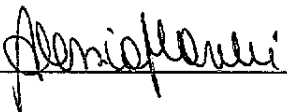
(8) The Agreement and Plan of Merger may be terminated by the Board of Directors of any corporation which is a party hereto notwithstanding approval of the Plan by the shareholders of all or any of the corporations which are parties hereto.

(9) This Agreement and Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement and Plan of Merger to be executed on their behalf by their respective Presidents, sealed with their respective corporate seals, on the date first above written.

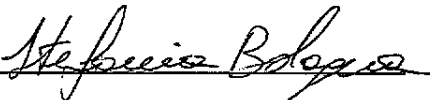
Witnesses:

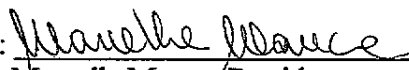
SUNSET REAL ESTATE INVESTMENTS,
INC., a Florida Corporation

By: 

By: 
Mauro Tani, President

HOT FUN, INC., a Florida Corporation

By: 

By: 
Marcella Manca, President