

Division of Corporations

Page 1 of 2

P 93000049613

Florida Department of State  
Division of Corporations  
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To: KAREN GIBSON  
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Fax Number : (850) 205-0380

From: RA JACOBSON  
Account Name : FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BANKER, P.A.  
Account Number : 075410001562  
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MERGER OR SHARE EXCHANGE

T&B INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Handwritten signature and date

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

T & B HOLDINGS, INC., a Florida corporation, document number P00000021571

INTO

**T&B INTERNATIONAL, INC.**, a Florida entity, P93000049613

File date: March 18, 2003

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 18, 2003

T&B INTERNATIONAL, INC.  
660 MCCUE RD  
LAKELAND, FL 33815-3280US

SUBJECT: T&B INTERNATIONAL, INC.  
REF: P93000049613

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE CORPORATION NAMES INVOLVED IN THE MERGER MUST BE EXACT THROUGHOUT THE DOCUMENT. THIS INCLUDES SPACING AND PUNCTUATION. THE NAME OF THE SURVIVING CORPORATION IS AS ABOVE AND THE NAME OF THE MERGING CORPORATION IS " T & B HOLDINGS, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist

FAX Aud. #: H03000082207  
Letter Number: 103A00016634

ARTICLES OF MERGER  
OF  
T&B INTERNATIONAL, INC.  
AND  
T & B HOLDINGS, INC.

FILED  
03 MAR 18 PM 12: 9  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
of the State of Florida

The following Articles of Merger are executed for the purpose of merging ~~T&B~~ B HOLDINGS, INC., a Florida corporation (the "Merged Corporation") into T&B INTERNATIONAL, INC., a Florida corporation (the "Surviving Corporation")

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. The Plan of Merger for merging the Merged Corporation into the Surviving Corporation was approved by all of the Stockholders of the Merged Corporation on March 6, 2003; and by all of the Stockholders of the Surviving Corporation on March 6, 2003.
3. The merger shall become effective at the close of business on March 6, 2003.

Executed on March 6, 2003.

T&B INTERNATIONAL, INC.

By: [Signature]  
Badr Refae, President

"Surviving Corporation"

T & B HOLDINGS, INC.

By: [Signature]  
Badr Refae, President

"Merged Corporation"

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is executed this 6<sup>th</sup> day of March, 2003, and shall become effective as of the close of business on the 6<sup>th</sup> day of March, 2003 (the "Effective Date"), between I&B INTERNATIONAL, INC., a Florida corporation ("Surviving Corporation") and T & B HOLDINGS, INC., a Florida corporation ("Merged Corporation") (collectively called the "Merging Corporations").

**WITNESSETH:**

WHEREAS, Surviving Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida on July 9, 1993, has authorized 750 shares of capital stock with no par value of which 750 shares of said common capital stock are authorized as voting common capital stock. On the date hereof 200 shares are issued and outstanding;

WHEREAS, Merged Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida on March 1, 2000, has authorized 10,000 shares of \$1.00 par value common capital stock. On the date hereof, 100 shares are issued and outstanding;

WHEREAS, the Board of Directors of the Merging Corporations have authorized the merger of Merged Corporation into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the shareholders of the Merging Corporations.

NOW, THEREFORE, the merger of Merged Corporation into Surviving Corporation shall be accomplished as follows:

**ARTICLE I  
Merger**

On the Effective Date, Merged Corporation shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged Corporation into itself. Following the approval of this Plan by the Shareholders, the officers of the Merging Corporations shall cause the filing of Articles of Merger with the Secretary of the State of Florida. This Merger shall become effective as of the Effective Date.

**ARTICLE II  
Articles of Incorporation**

The Articles of Incorporation of the Surviving Corporation shall remain in effect and unchanged as a result of this merger.

EXHIBIT A

**ARTICLE III**  
**Conversion of Shares**

The manner of converting the outstanding shares of capital stock of each of the merging corporations into the shares of Surviving Corporation on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Each share of \$1.00 par value common capital stock of Merged Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one share of voting common capital stock with no par value of Surviving Corporation. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate number of shares of common voting stock of Surviving Corporation into which the shares of common stock of Merged Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

(b) Each share of voting common stock with no par value of the Surviving Corporation shall remain unchanged as a result of this Merger.

**ARTICLE IV**  
**Terms and Conditions**

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.

(b) The first annual meeting of the stockholders of Surviving Corporation to be held after the Effective Date shall be the annual meeting provided by the bylaws of Surviving Corporation.

(c) The first regular or annual meeting of the Board of Directors of Surviving Corporation to be held after the Effective Date shall be as provided in the bylaws of Surviving Corporation.

(d) The directors of Surviving Corporation shall be as follows:

**Badr Refae**  
**Thabit Refae**

(e) The officers of Surviving Corporation on the Effective Date shall be as follows:

Badr Refae	President
Russell Houston	Vice President
Badr Refae	Secretary/Treasurer
Richard Jacobson	Assistant Secretary

(f) The Merging Corporations shall split equally all expenses incident to this merger.

(g) Prior to the Effective Date, neither Merging Corporation shall issue, sell or issue rights to subscribe to any shares of stock.

(h) Prior to the Effective Date, neither Merging Corporation shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(i) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

(j) Following the merger, Surviving Corporation shall cause a copy of this Plan, the Certificate of Merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(k) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE V  
Approval of Merger


The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated March 6, 2003, by the Board of Directors of the Surviving Corporation pursuant to Sections 607.1101 and 607.1103, Florida Statutes, and has been approved by the shareholders of the Surviving Corporation and the undersigned officers of the Surviving Corporation have been authorized and directed to execute same.

(b) This Plan has been duly adopted and approved by written consent dated March 8, 2003 by the Board of Directors of the Merged Corporation pursuant to Sections 607.1101 and 607.1103, Florida Statutes, and has been approved by the shareholders of the Merged Corporation and the undersigned officers of the Merged Corporation have been authorized and directed to execute same.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

WITNESSES:

Rehab Alyafi  


By:

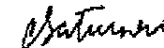
T&B INTERNATIONAL, INC.



Badr Refae, President

"Surviving Corporation"

WITNESSES:

  
CONCEPCION SATURNERO

By:

T & B HOLDINGS, INC.



Badr Refae, President

"Merged Corporation"