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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

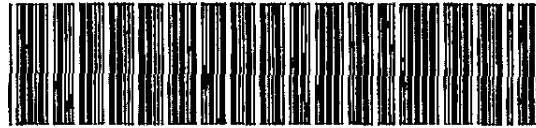
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TALLAHASSEE, FLORIDA

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## II HARPER MEYER II

Attorneys at Law

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305.577.3443 Ext 307

April 26, 2006

### VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Merger of A.B. Energy, Inc., a Florida Corporation, into A.B. Energy, Inc., a B.V.I. Corporation.

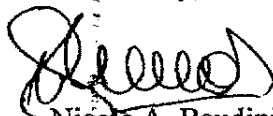
Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Original Articles of Merger, dated April 20, 2006;
2. Original Agreement and Plan of Merger, dated April 20, 2006; and
3. Check in the amount of \$78.75 to cover the costs of merger and one certified copy.

Should you have any questions or require additional information, please do not hesitate to contact me at any time.

Yours truly,



Nicole A. Baudini  
Paralegal

Enclosures (as stated)  
cc: James M. Meyer, Esq.

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**HARPER MEYER PEREZ FERRER & HAGEN LLP**

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section(s) 607.1105/9, and/or 608.4382, Florida Statutes.

**FIRST:** The exact name, address of its principal office, jurisdiction, and entity type of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
A.B. Energy, Inc. 1221 Brickell Avenue, 21 Fl. Miami, Florida 33131	Florida	For Profit

Florida Document/Registration Number: P93000054788  
FEI Number: 65-0442822

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
A.B. Energy, Inc. Pasea Estate, Road Town, Tortola British Virgin Islands	British Virgin Islands	For Profit

Company Number: 1007771  
FEI Number: 98-0487678

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, and/or 617.1103, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that us a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership ad/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become as effective as of:

The date the Articles of the Merger are filed with Florida Department of State.

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**Merging Party**

Entity Name: A.B. Energy, Inc.

Signature: 

Typed or Printed Name of Individual: Maria Martha Beltranena

Title: Secretary/ Director Date: April 20, 2006

**Surviving Party**

Entity Name: A.B. Energy, Inc.

Signature: 

Typed or Printed Name of Individual: Maria Isabel Fernandez

Title: President/ Director

Date: April 20, 2006

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made the <sup>th</sup>20 day of April, 2006 between A.B. Energy, Inc. a corporation incorporated in the British Virgin Islands as BVI Business Corporation under the BVI Business Company Act 2004 (as amended) of the laws of the British Virgin Islands ("the Surviving Corporation") and A.B. Energy, Inc. a corporation incorporated in the United States of America under the laws of the State of Florida ("the Discontinuing Corporation"), together "the Parties."

WHEREAS the Discontinuing Corporation was duly incorporated in the State of Florida, United States of America on August 3, 1993, and the Surviving Corporation was duly incorporated in the British Virgin Islands as Corporation No. 1007771 on January 25, 2006.

AND WHEREAS the directors of the Parties deem it desirable and in the best interests of the Corporations and their members that the Discontinuing Corporation be merged into the Surviving Corporation

NOW THEREFORE this Agreement and Plan of Merger witnesses as follows:

1. The constituent corporations to this Agreement and Plan of Merger are A.B. Energy, Inc., ("the Discontinuing Corporation") and A.B. Energy, Inc. ("the Surviving Corporation").
2. The Discontinuing Corporation will merge into the Surviving Corporation ("Merger"). After the Merger, the Surviving Corporation shall continue to have the name "A.B. Energy, Inc." The Surviving Corporation shall continue to be incorporated under and governed by the laws of the British Virgin Islands.
3. The principal business office of the Surviving Corporation shall continue to be:  

Pasea Estate, Road Town  
Tortola, British Virgin Islands
4. The Discontinuing Corporation has 1,000 common voting shares in issue of which 1,000 are owned by Bal Apartments, Inc.
5. The Surviving Corporation has 1,000 common voting shares in issue, which 1,000 are owned by Bal Apartments, Inc.
6. Upon the Merger, the separate corporate existence of the Discontinuing Corporation shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations and the Surviving Corporation shall become subject to all liabilities, obligations and penalties of the constituent corporations.
7. The manner and basis of converting the shares of the constituent corporations into shares of the Surviving Corporation shall be as follows:

- (a) each common voting share with par value of US\$0.01 per share in the capital of the Surviving Corporation issued and outstanding on the effective date of the Merger shall continue to be one common voting share with par value of US\$0.01 in the Surviving Corporation; and
  - (b) each common voting share with par value of US\$0.01 per share in the capital of the Discontinuing Corporation issued and outstanding on the effective date of the Merger shall be cancelled without payment of any consideration therefore and without conversion thereof.
8. The Memorandum and Articles of Association of the Surviving Corporation as in effect at the Effective Date shall be the Memorandum and Articles of Association of the Surviving Corporation until the same shall be altered or amended or until a new Memorandum and Articles of Association are adopted as provided therein.
9. For Federal income tax purposes it is intended by the Discontinuing Corporation that the Merger qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that this Agreement constitute a plan of reorganization.
10. This Agreement and Plan of Merger shall be submitted to the members of the Constituent Corporations for their approval to be evidenced by Resolution of Members.

IN WITNESS WHEREOF the parties hereto have caused this Agreement and Plan of Merger to be executed on this 20<sup>th</sup> day of April, 2006.

Surviving Corporation:

A.E. ENERGY, INC.

By: 

Name: Maria Isabel Fernandez

Title: President/ Director

Discontinuing Corporation:

A.E. ENERGY, INC.

By: 

Name: Maria Maria Beltranena

Title: Secretary/ Director