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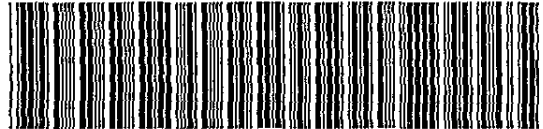
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY -5 AM 11:44

FILED

DR
5/12/04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CONSONNI U.S.A. INC. (name to be changed to
(Name of surviving corporation) Cyber Plant Designs, Inc.)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH I. EMAS
(Name of person)

JOSEPH I. EMAS P.A.
(Name of firm/company)

1224 WASHINGTON AVENUE
(Address)

MIAMI BEACH FL 33139
(City/state and zip code)

For further information concerning this matter, please call:

JOSEPH I. EMAS at (305) 531-1174
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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, F.S.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Consonni U.S.A., Inc.	Florida	P94000000867

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CyberPlant Designs, Inc.	Florida	P03000084886
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 in the future.)

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 January 25, 2004

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 January 25, 2004

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)

FILED
04 MAY 25 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Typed or Printed Name of Individual & Title



Joseph I, Emas, Officer, Secretary

CyberPlant Designs, Inc.

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Consonni U.S.A., Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
CyberPlant Designs, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

CyberPlant Designs, Inc. will be merged with and into Consonni USA, Inc.

Consonni U.S.A., Inc. will change its name to CyberPlant Designs, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All the shareholders of CyberPlant Designs, Inc. will acquire certain shares of Consonni U.S.A., Inc. in exchange for 100% of the issued and outstanding shares of the common stock of CyberPlant Designs, Inc.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

CyberPlant Designs, Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: