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**MERGER OR SHARE EXCHANGE**

**UNIBRO CORPORATION**

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## ARTICLES OF MERGER

of

UNIFO CORP., a Florida corporation

into

UNIBRO CORPORATION, a Florida corporation

Pursuant to the provisions of Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act, UNIFO CORP., a Florida corporation (the "Merging Corporation"), and UNIBRO CORPORATION, a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Merging Corporation with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of capital stock of the Merging Corporation are held by the Surviving Corporation.

**First:** The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1104 of the Florida Business Corporation Act, is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

**Second:** The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

**Third:** The Plan of Merger was adopted by unanimous written consent of the Board of Directors of the Merging Corporation and by unanimous written consent of the Board of Directors of the Surviving Corporation, both dated as of March 17, 2004. Approval of the shareholders of the Merging Corporation and/or the Surviving Corporation was not required.

**IN WITNESS WHEREOF**, each of the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officer, on this 17<sup>th</sup> day of March, 2004.

UNIFO CORP., a Florida corporation

By: Alan Ojeda

Name: Alan Ojeda

Title: President

UNIBRO CORPORATION, a Florida corporation

By: Alan Ojeda

Name: Alan Ojeda

Title: President

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**EXHIBIT A  
PLAN OF MERGER**

This Plan of Merger (this "Plan") provides for the merger of UNIFO CORP. ("UNIFO"), a Florida corporation, with and into UNIBRO CORPORATION, a Florida corporation ("UNIBRO") pursuant to Section 607.1104 of the Florida Statutes.

**WHEREAS**, UNIFO is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,000 shares of common stock, \$1.00 par value per share, with all of the issued and outstanding shares (the "UNIFO Shares") being held by UNIBRO;

**WHEREAS**, UNIBRO is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 10 shares of common stock, \$100.00 par value per share; and

**WHEREAS**, the Board of Directors of each of UNIFO and UNIBRO have determined that it is advisable and in the best interests of each of UNIFO, that UNIFO be merged with and into UNIBRO, with UNIBRO being the surviving corporation, on the terms and conditions set forth in this Plan.

**NOW THEREFORE BE IT RESOLVED**, that in accordance with the applicable statutes of the State of Florida, UNIFO shall be merged into UNIBRO, with UNIBRO being the surviving corporation, and that the terms and conditions of such merger (the "Merger"), the mode of carrying into effect, the manner and basis of converting the shares of UNIFO effected by the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act, at the Effective Time, UNIFO shall be merged with and into UNIBRO and thereupon the separate existence of UNIFO shall cease, and UNIBRO, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.
2. **Filing.** UNIFO and UNIBRO will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Florida Department of State, in the form attached as Exhibit A hereto (the "Articles of Merger").
3. **Effective Date and Time of Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (such time is referred to as the "Effective Time").
4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of UNIBRO shall be the Articles of Incorporation of the surviving corporation. The Bylaws of UNIBRO shall be the Bylaws of the surviving corporation.
5. **Directors and Officers.** The directors and officers of UNIBRO at the Effective Time shall remain as the directors and officers of the surviving corporation after the Merger; in each case, such directors and officers to serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the surviving corporation.
6. **Cancellation of UNIFO Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of the sole shareholder of UNIFO or the sole shareholder of UNIBRO, (i) each UNIBRO Share shall continue to constitute one outstanding share of common stock of the surviving corporation and (ii) all UNIFO Shares shall be canceled and terminated in all respects.

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7. **Effect of Merger.** Upon the Effective Time, UNIBRO, as the surviving corporation, shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of UNIFO and UNIBRO, and all obligations belonging to or due to each/either of UNIFO and UNIBRO, all of which shall be vested in the UNIBRO without further act or deed. UNIBRO shall be liable for all the obligations of UNIFO and UNIBRO; any claim existing, or action or proceeding pending, by or against UNIFO or UNIBRO, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the surviving corporation may be substituted in its place; and all the rights of creditors of each of UNIFO and UNIBRO shall be preserved unimpaired.

8. **Statement Pursuant to Section 607.1104(1)(b)4.** Although not applicable herein because UNIBRO is the sole shareholder of UNIFO and UNIBRO has approved the Merger, any shareholder of UNIFO or UNIBRO that, except for the applicability of Section 607.1104 would be entitled to vote and who dissent from the Merger pursuant to 607.1320, may be entitled if it complies with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

IN WITNESS WHEREOF, this Plan of Merger has been adopted and approved by UNIFO and UNIBRO as evidenced by the signatures of their respective duly authorized officer on this 13<sup>th</sup> day of March, 2004.

UNIFO CORP., a Florida corporation

By: 

Name: Alan Ojeda

Title: President and Sole Director

UNIBRO CORPORATION, a Florida corporation

By: 

Name: Alan Ojeda

Title: President and Sole Director

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