Bounty International Inc. 1535 S.E. 17th Street, Suite 201 Ft. Lauderdale Florida 33316 USA



Telephone: (954) 524 9005 Fax: (954) 524 7009

P94400057113

July 20, 1998

Via Airborne Express

State of Florida Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32314

Re: Merger

Please find enclosed the articles and plan of merger of Bounty International, Inc. and Bounty International Palm Beach, Inc.

Additionally, I have enclosed a check in the amount of \$ 70 for processing the merger. Please note the merger effective date is January 1, 1998.

If you have any questions, please feel free to contact me. Thank you for your kind attention to this matter.

Sincerely,

Deborah A. Lund

Manager

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SECRETARY OF STATE
TALLAHASSESSILORIDA

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ARTICLES OF MERGER Merger Sheet

MERGING:

BOUNTY INTERNATIONAL PALM BEACH, INC., a Florida corporation, P96000030093

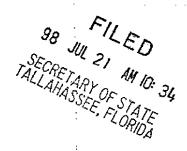
INTO

BOUNTY INTERNATIONAL, INC., a Florida corporation, P94000057113.

File date: July 21, 1998

Corporate Specialist: Thelma Lewis

ARTICLES AND PLAN OF MERGER OF BOUNTY INTERNATIONAL, INC. AND BOUNTY INTERNATIONAL PALM BEACH, INC.



- 1. Bounty International Palm Beach, Inc. shall be merged with Bounty International, Inc., and Bounty International, Inc. shall be the surviving corporation.
- The shareholders of both corporations have unanimously approved the plan of merger.
- 3. The stock of Bounty International Palm Beach, Inc. shall be canceled and all assets and liabilities of Bounty International Palm Beach, Inc. shall accrue to Bounty International, Inc.
- 4. No amendments shall be made to the Articles of Incorporation of Bounty International, Inc.

IN WITNESS WHEREOF, the officers of the surviving and merged corporations have executed these articles and plan of merger on the date set forth below.

DATED: January 1, 1998

Bounty International Palm Beach, Inc.

Segretary Sergio/R. Callejas

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Bounty International, Inc.

Sergio R. Callejas

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