

P94000066322

Florida Department of State
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From: Account Name : FAS-T CORP. AGENTS, INC.
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DIVISION OF STATE
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
MAYSVILLE INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 30, 2004

MAYSVILLE INC.
711 N.E. 29TH STREET, SUITE 36
MIAMI, FL 33137SUBJECT: MAYSVILLE INC.
REF: P94000066322

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.

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Carol Mustain
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ARTICLES OF MERGER
(Profit Corporation)

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>
Maysville Inc.	Florida	P94000066322

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
A.R. Development Group, Inc.	Florida	P02000083349

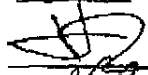
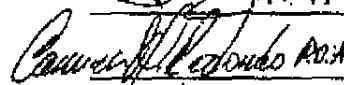
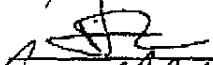


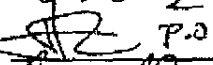




Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at the start of business, 9:00 A.M., January 1, 2005.

Fifth: Adoption of Merger by surviving corporation:
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2004.

Sixth: Adoption of Merger by merging corporation:
The Plan of Merger was adopted by the shareholders of the merging corporation on December 28, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Maysville, Inc.		P.O.A. Alex Redondo, Pres./Director
Maysville, Inc.		Aurora Redondo, V.P./Director
Maysville, Inc.		Jhosmar Redondo, V.P., Director
Maysville, Inc.		Carmen Redondo, V.P./Director
Maysville, Inc.		Algemiho Redondo, Jr., Shareholder
A.R. Development Group, Inc.		P.O.A. Alex Redondo, Pres./Director
A.R. Development Group, Inc.		Aurora Redondo, V.P./Director
A.R. Development Group, Inc.		Jhosmar Redondo, Treas./Director
A.R. Development Group, Inc.		Carmen Redondo, Sec./Director
A.R. Development Group, Inc.		Algemiho Redondo, Jr./Shareholder

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PLAN OF MERGER

Merger of MAYSVILLE, INC., a Florida corporation (the "Surviving Corp.") and A.R. DEVELOPMENT GROUP, INC., a Florida corporation (the "Disappearing Corp.") (collectively, the "Constituent Corporations"). This merger is being effected under this Plan of Merger (the "Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act") (including, but not limited to Section 607.1104 thereof).

Relationship of the Constituent Corporations.

The Surviving Corp. and the Disappearing Corp. are brother-sister corporations with the exact same shareholders owning shares in almost the same proportions (di-minimus differences).

Articles of Incorporation.

The Articles of Incorporation of the Surviving Corp., as in effect immediately before the effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the surviving Corp. from and after the Effective Date until further amended as permitted by law.

Distribution to Shareholders of the Constituent Corporations.

On the Effective Date, each share of the Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted and exchanged for 0.25 common shares (and/or fractions thereof) of the surviving Corp. upon surrender of any certificates of the Disappearing Corp. The Stock Certificates of the Disappearing Corp. shall be cancelled upon exchange for shares in the Surviving Corp. as per the formula set above.

Satisfaction of Rights of Disappearing Corp. Shareholders.

All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted under the Plan shall be deemed to have been paid in full satisfaction of such converted shares.

Rights of Dissenting Shareholders.

If applicable, shareholders of Surviving Corp., who, except for the applicability of Section 607.1104 of the Act would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Act, may be entitled, if they comply with the provisions of Chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Fractional Shares.

Fractional shares of Surviving Corp.'s stock may be issued. No shareholder shall receive cash in connection with the Merger.

Effect of Merger.

On the Effective Date, the separate existence of the Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

Supplemental Action.

If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

Filing with the Florida Secretary of State and Effective Date

On or before the Effective Date, the Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with Section 607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date", which shall be January 1, 2005 (start of business 9:00 A.M.).

Amendment and Waiver.


Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Miscellaneous

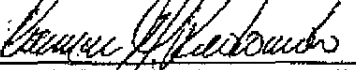
Attached to the "Plan of Merger" is a summary of the common shares of the Surviving Corp. to be issued to the shareholders of the "Merging Corp." as a result hereof. Also, attached are the Limited Powers of Attorney used to execute this "Plan of Merger" and "Articles of Merger". (See pages 4 through 8).

Dated: December 28, 2004

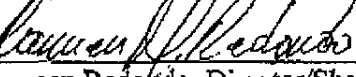
MAYSVILLE INC., a Florida Corporation:

 P.O.A.


Alex Redondo, Director/Shareholder

 P.O.A.


Aurora de Redondo, Director/Shareholder



Carmen Redondo, Director/Shareholder




Jhosmar Redondo, Director/Shareholder




Algemiro Redondo, Jr., Shareholder

A.R. DEVELOPMENT GROUP, INC., a
Florida Corporation:

 P.O.A.


Alex Redondo, Director/Shareholder

 P.O.A.

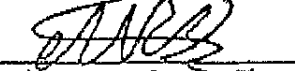
Aurora de Redondo, Director/Shareholder



Carmen Redondo, Director/Shareholder



Jhosmar Redondo, Director/Shareholder



Algemiro Redondo, Jr., Shareholder

**Maysville, Inc.
AR Development Group, Inc.
Merger
01-01-05**

(1)					
Maysville- shares/ units					
<u>% old</u>	<u>% new</u>	<u>Shareholder</u>	<u>Prior to</u>	<u>New issue</u>	<u>Combined</u>
31.9044	31.9884	Aurora Redondo	1914.264	125.000	2039.264
17.0287	17.0074	Alex Redondo	1021.722	62.500	1084.222
17.0287	17.0074	Algeniro Redondo Jr.	1021.722	62.500	1084.222
17.0191	16.9984	Carmen Redondo	1021.146	62.500	1083.646
<u>17.0191</u>	<u>16.9984</u>	Jhosmar Redondo	<u>1021.146</u>	<u>62.500</u>	<u>1083.646</u>
100.000	100.000	Totals	6,000.000	375.000	6375.000

(1) Shareholders of A/R (Disappear) same shareholders of Maysville (survivor)

<u>Result</u>			
<u>Cancel</u>	<u>#</u>	<u>Issue</u>	<u>#</u>
A/R	1500 (2)	Maysville	375

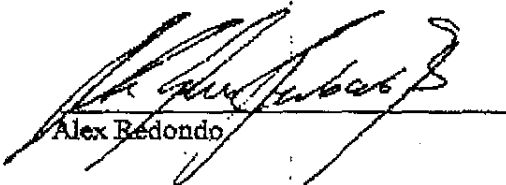
Formula

(2) 0.25 new shares Maysville equals 1.0 old shares A/R (cancelled)

LIMITED POWER OF ATTORNEY

I, Alex Redondo, as President, Director, and Shareholder of Maysville, Inc., a Florida corporation, Document Number P94000066322, do hereby grant a Limited Power-of-Attorney to Jhosmar Redondo to sign/execute, on my behalf, that "Plan of Merger" and "Articles of Merger" between Maysville, Inc. (Surviving Corp.) and A.R. Development Group, Inc. (Merging Corp.) that will become effective on January 1, 2005. This action is fully intended to comply with and is in accord with all Corporate rules and by laws, including Article XI (Restrictions on Officers Actions) Found in the Articles of Incorporation of Maysville, Inc.

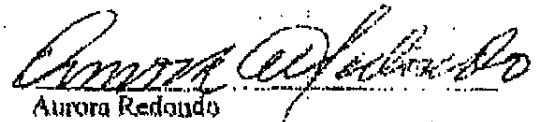
December 28, 2004


Alex Redondo

LIMITED POWER OF ATTORNEY

I, Aurora Redondo, as Vice-President, Director, and Shareholder of Maysville, Inc., a Florida corporation, Document Number P94000066322, do hereby grant a Limited Power-of-Authority to Carmen Redondo to sign/execute, on my behalf, the "Plan of Merger" and "Articles of Merger" between Maysville, Inc. (Surviving Corp.) and A.R. Development Group, Inc. (Merging Corp.) that will become effective on January 1, 2005. This action is fully intended to comply with and is in accord with all Corporate rules and by-laws, including Article XI (Restrictions on Officers Actions) found in the Articles of Incorporation of Maysville, Inc.

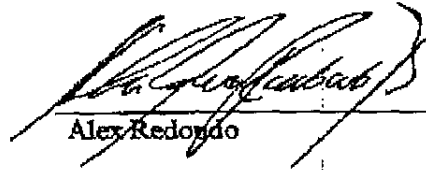
December 28, 2004


Aurora Redondo

LIMITED POWER OF ATTORNEY

I, Alex Redondo, as President, Director and Shareholder of A.R. Development Group, Inc., a Florida Corporation, Document Number P02000083349, do hereby grant a Limited Power of Attorney to Jhosmar Redondo to sign/execute, on my behalf that "Plan of Merger" and "Articles of Merger" between Maysville Inc. (Surviving Corp.) and A.R. Development Group, Inc. (Merging Corp.) that will become effective on January 1, 2005.

December 28, 2004

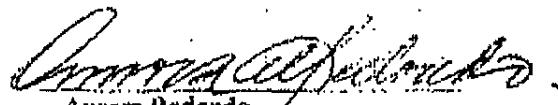


Alex Redondo

LIMITED POWER OF ATTORNEY

I, Aurora Redondo, as Vice-President, Director and Shareholder of A.R. Development Group, Inc., a Florida Corporation, Document Number PD2000083419, do hereby grant a Limited Power of Attorney to Carmen Redondo to sign/execute on my behalf the "Plan of Merger" and "Articles of Merger" between Maysville, Inc. (Surviving Corp.) and A.R. Development Group, Inc. (Merging Corp.) that will become effective on January 1, 2005.

December 28, 2004


Aurora Redondo