

8/30/03 1:04 PM GEOFFREY M. WAYNE, P.A. S 11 NO 164 P001/008
Div of Corporations Page 1 of 2

P94000066322

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

MAYSVILLE INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

FLAMINGO ESTATES LIMITED INC., a Florida entity, P02000135360

INTO

MAYSVILLE INC., a Florida entity, P94000066322.

File date: April 30, 2003

Corporate Specialist: Teresa Brown

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ARTICLES OF MERGER
(Profit Corporations)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Maysville Inc.	Florida	P94000066322

Second: The names and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Flamingo Estates Limited Inc.	Florida	P02000135360

Third: The Plan of Merger is attached.

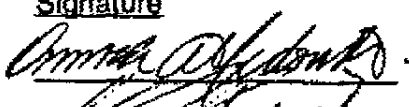
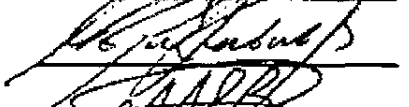
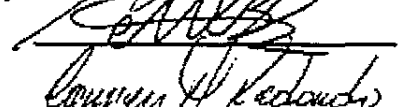
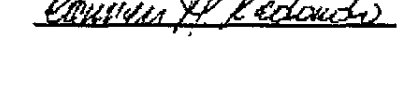
Fourth: The merger shall become effective as of the close of business on April 30, 2003.

Fifth: Adoption of Merger by surviving corporation -- The Plan of Merger was adopted by the shareholder of the surviving corporation on April 22, 2003.

Sixth: Adoption of Merger by merging corporation -- The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 22, 2003.

Seventh: The shareholders of both the merging and surviving corporations have waived the mailing requirement of 607.1104 (3), F.S.

Eight: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Flamingo Estates Limited Inc.		Aurora de Redondo, President/Director
Flamingo Estates Limited Inc.		Alex Redondo, Secretary/Director
Flamingo Estates Limited Inc.		Argemiro Redondo, Jr., Director
Flamingo Estates Limited Inc.		Carmen Redondo, Director

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Flamingo Estates Limited Inc.Maysville IncMaysville Inc.Maysville Inc.Maysville Inc.Jhosmar Redondo, DirectorAlex Redondo, President/DirectorAurora Redondo, Vice President/DirectorJhosmar Redondo, Vice President/DirectorCarmen Redondo, Vice President/Director\\client\020.030211120.doc
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PLAN OF MERGER

Merger of MAYSVILLE INC., a Florida corporation (the "Surviving Corp.") and FLAMINGO ESTATES LIMITED 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 §§607.1101 et seq. of the Florida Business Corporation Act (the "Act") (including, but not limited to, §607.1104 thereof).

Relationship of the Constituent Corporations. The Surviving Corp. is the 100% owned subsidiary of the Disappearing Corp.

Articles of Incorporation. The Articles of Incorporation of 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 Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for a pro rata number of shares (and/or fractions thereof) of the Surviving Corp. upon surrender of any certificates of the Disappearing Corp. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date in the name of the Disappearing Corp. shall be cancelled.

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 this 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 §607.1104 of the Act would be entitled to vote and who dissent from the merger pursuant to §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 will be issued. No shareholder shall receive cash in connection with the Merger.

Effect of Merger. On the Effective Date, the separate existence of 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 §607.1106 of the Act.

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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.

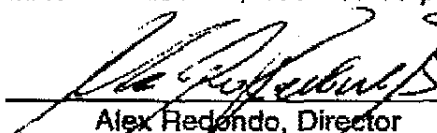
Filing with the Florida Secretary of State and Effective Date. On or before the Effective Date, the Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be April 30, 2003, the filing date of the Articles.

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 §607.1103 of the Act providing such action is taken any time before the effective date.

Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Dated: April 22, 2003.

MAYSVILLE INC., a Florida corporation:

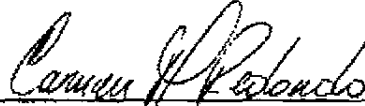


Alex Redondo, Director



Aurora de Redondo, Director

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Carmen Redondo, Director

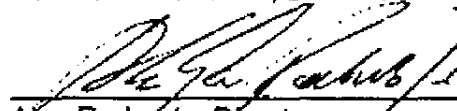


Jhosmar Redondo, Director

FLAMINGO ESTATES LIMITED INC., a Florida corporation:



Aurora de Redondo, Director



Alex Redondo, Director



Argemiro Redondo, Jr., Director



Carmen Redondo, Director



Jhosmar Redondo, Director

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