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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 20 PM 4:36

FILED

Merger

T BROWN JAN - 6 2003

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ASTORIA WORLDWIDE INVESTMENTS, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gisella Santivaney

(Name of person)

PRS GROUP

(Name of firm/company)

801 Brickell Avenue, 16th Floor

(Address)

Miami, FL 33131

(City/state and zip code)

For further information concerning this matter, please call:

Gisella Santivaney

(Name of person)

at (305) 459-5350

(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
Merger Sheet

MERGING:

PORTLAND WORLDWIDE INVESTMENTS CORP., a Florida entity,
P96000087504

INTO

ASTORIA WORLDWIDE INVESTMENTS, INC., a Florida entity, P95000043663

File date: December 20, 2002

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
(Profit Corporations)

FILED
02 DEC 20 PM 4:36
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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Astoria Worldwide Investments, Inc.</u>	<u>Florida, U.S.A.</u>	<u>P95000043663</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Portland Worldwide Investments Corp.</u>	<u>Florida, U.S.A.</u>	<u>P96000087504</u>

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 12 / 17 / 02 (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 11/12/02.

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 11/12/02.

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)

Typed or Printed Name of Individual & Title

Javier de Otaduy, Secretary

Javier de Otaduy, Secretary

PLAN OF MERGER
OF
PORTLAND WORLDWIDE INVESTMENT CORP.
(a Florida corporation)
INTO
ASTORIA WORLDWIDE INVESTMENT INC.
(a Florida corporation)

THIS PLAN OF MERGER (this "Plan") is entered into as of November 12, 2002, by and between Astoria Worldwide Investment Inc. ("Surviving Company"), a Florida corporation, and Portland Worldwide Investment Corp. ("Merging Company"), a Florida corporation.

WHEREAS, the respective Board of Directors and stockholders of Surviving Company and Merging Company have approved the merger of Merging Company into Surviving Company pursuant and subject to the terms and conditions of this Plan and pursuant to the provisions of Section 607.1103 of the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, in consideration of \$10.00 and other good and valid consideration, the receipt and sufficiency of which the parties hereby acknowledge, the parties hereto agree as follows:

1. On the Effective Date (as defined in Section 7 hereof), pursuant to the provisions of the FBCA, Merging Company shall merge with and into Surviving Company, which shall be the continuing and resulting corporation (hereinafter sometimes referred to as the "Survivor"). The name of the Survivor shall be Astoria Worldwide Investment Inc. The corporate existence of Surviving Company under the FBCA, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and as the Survivor, it shall, from and after the Effective Date, possess all the rights, privileges, immunities, powers and purposes of Merging Company and all the property (real and personal), causes of action and every other asset of Merging Company shall vest in the Survivor, and the Survivor shall assume all of the obligations and liabilities of Merging Company, all without further act or deed. The separate corporate existence of Merging Company shall cease upon the Effective Date.

2. The Articles of Incorporation of Surviving Company, as in effect immediately preceding the Effective Date, shall be the Articles of Incorporation of the Survivor.

3. The Bylaws of Surviving Company, as in effect immediately preceding the Effective Date, shall be the Bylaws of the Survivor, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the FBCA.

4. The directors and officers of Surviving Company in office immediately preceding the Effective Date shall be the directors and officers of the Survivor, and their respective terms of office shall not be changed by the merger.

5. Upon the Effective Date, all shares of the common stock of Merging Company issued and outstanding immediately prior to the Effective Date shall, without any further action by any party hereto or otherwise, automatically be canceled, and each holder of shares of the common stock of Merging Company shall cease to have any rights with respect thereto. Each share of the common stock of Surviving Company shall continue to be issued and outstanding as of the Effective Date.

6. Surviving Company and Merging Company will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida (including without limitation the Articles of Merger), and will cause to be performed within the State of Florida and elsewhere all acts necessary to effectuate the merger.


7. The effective date of this Plan, and the date upon which the merger herein provided for shall become effective, shall be December 17, 2002 (the "Effective Date").

8. This Plan may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and all signatures need not appear on any one counterpart.

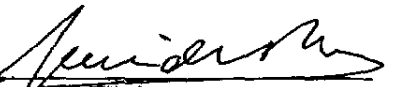
(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, this Plan is hereby executed by each of the parties hereto as of the date first above written.

Portland Worldwide Investment Corp.,
a Florida corporation

By 
Name: Javier de Otañuy
Title: Secretary

Astoria Worldwide Investment Inc.,
a Florida corporation

By 
Name: Javier de Otañuy
Title: Secretary

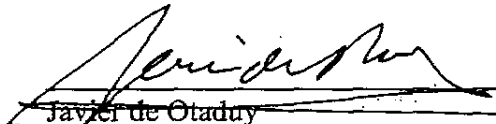
**PORTLAND WORLDWIDE INVESTMENTS CORP.
SHAREHOLDER'S UNANIMOUS RESOLUTION**

WHEREAS the undersigned, being all the shareholders of the Company, hereby consent to the adoption of the following resolutions taken without a meeting, pursuant to Section 9 the Company's Bylaws, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Shareholders of the Company and direct that this written consent to such action be filed with the minutes of the proceeding of the Shareholders of the Company:

IT WAS RESOLVED that the Company be merged into Astoria Worldwide Investments Inc.

IT WAS FURTHER RESOLVED that the Directors perform all actions, and execute all documents, consistent with the foregoing.

Dated: November 12, 2002


Javier de Otaduy
Astoria Worldwide Investments Inc.