

P95000043663

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

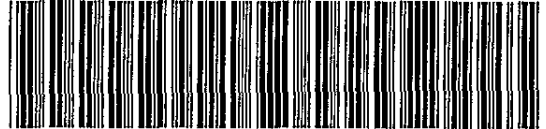
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03 MAR 28 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

4/3/03
merger
sf

ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

COROPUNA S.L. entity not qualified in Florida

File date: March 28, 2003

Corporate Specialist: Susan Payne



801 Brickell Avenue
16th Floor
Miami, Florida 33131-4901/US.
E-mail: info@prsint.com
Tel. (305) 381-8340
Fax (305) 381-8334

March 25, 2003

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Ref: Astoria Worldwide Investments, Inc.
Merge into Coropuna S.L.

Dear Sirs:

Enclosed please find Articles of Merger for the above-mentioned companies to be filed **effective March 28, 2003.**

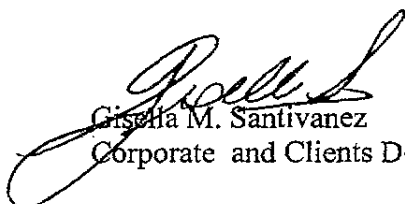
We are also including our check for \$78.75 to pay for the fees and for a certified copy.

Once you have the certificate ready, please send it to us in the attached Federal Express envelope which we are including.

Please let us know if there is a way to expedite the issuance of the certificate since we have to send the original document to Spain.

If you need any further information, please let us know.

Regards,


Gisella M. Santivanez
Corporate and Clients Department Manager

Encl.

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Coropuna, S.L.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gisella Santivanez
(Name of person)

PRS Group
(Name of firm/company)

801 Brickell Ave, 16th Floor
(Address)

Miami, FL 33131
(City/state and zip code)

For further information concerning this matter, please call:

Gisella Santivanez at (305) 459-5350
(Name of person) (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
(Profit Corporations)

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03 MAR 28 AM 11:57
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>Coropuna S.L.</u>	<u>Spain</u>	<u>3564</u>

Second: The name and jurisdiction of each merging 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>	

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 3 / 28 / 2003 (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 2/10/03

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 2/10/03

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)

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03 MAR 28 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

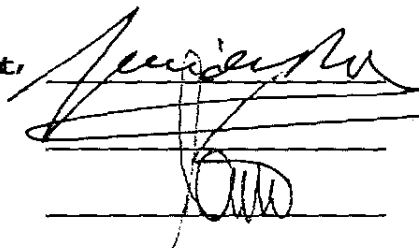
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Astoria Worldwide Investment,
Inc.



Javier de Otaduy, Secretary

Coropuna, S.L.

Jose Palau, Separate Administrator

PLAN OF MERGER
OF
ASTORIA WORLDWIDE INVESTMENTS INC.
(a Florida corporation)
INTO
COROPUNA S.L.
(a Spanish corporation)

THIS PLAN OF MERGER (this "Plan") is entered into as of ~~2/10/03~~ 2/10/03, ~~2003~~ by and between Coropuna S.L. ("Surviving Company"), a Spanish corporation, and Astoria Worldwide Investments, Inc. ("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 Coropuna S.L. 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 31, 2003~~ 3/28/03 ~~2003~~ (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.

9. It is hereby declared and stated that as of the Effective Date, all requirements pursuant to the laws of the State of Florida and/or US law, for the merger of the Merging Company with and into the Surviving Company with the survival of the Surviving company, and the corresponding dissolution of the Merging Company have been complied with, being the sole pending requirement for full completion of the merger, the filing of this Plan of Merger together with the Articles of Merger, with the Office of the Secretary of State of Florida.

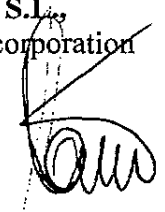
(SIGNATURE PAGE FOLLOWS)

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

Astoria Worldwide Investment Inc.,
a Florida corporation

By 
Name: Javier de Oladuy
Title: Director

Coropuna S.L.,
a Spanish corporation


By _____
Name: Jose Palau Francas
Title: Separate Administrator