

# P95000086330



THE UNITED STATES  
CORPORATION  
COMPANY

97 DEC 31 PM 3:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 654906 4303929

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : December 31, 1997

ORDER TIME : 1:31 PM

ORDER NO. : 654906-005

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst  
Greenberg Traurig Hoffman  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

600002387746--1

ARTICLES OF MERGER

MEDEL INVESTMENTS, INC.

INTO

MEDEL INVESTMENTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

*Merger*

*B 1/6/98*

97 DEC 31 PM 3:29  
DIVISION OF CORPORATIONS

P95000086330

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MEDEL INVESTMENTS, INC., a Florida corporation, P95000086330

INTO

**MEDEL INVESTMENTS, INC..** a Nevada corporation not qualified in Florida

File date: December 31, 1997

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 122.50



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 2, 1998

CSC  
ATTN: ANDREW CUMPER  
TALLAHASSEE, FL

SUBJECT: MEDEL INVESTMENTS, INC.  
Ref. Number: P95000086330

We have received your document for MEDEL INVESTMENTS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 998A00000067

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
98 JAN -5 PM 12:15  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**RESUBMIT**  
Please give original  
submission date as file date.

January 5, 1998

CSC  
ATTN: ANDREW CUMPER  
TALLAHASSEE, FL

SUBJECT: MEDEL INVESTMENTS, INC.  
Ref. Number: P95000086330

We have received your document for MEDEL INVESTMENTS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 698A00000253

RECEIVED  
98 JAN -6 AM 8:36  
DIVISION OF CORPORATION

**CERTIFICATE OF MERGER  
OF  
MEDEL INVESTMENTS INC., a Florida corporation  
INTO  
MEDEL INVESTMENTS, INC., a Nevada corporation**

**FILED  
97 DEC 31 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 78.458 of the Nevada Revised Statutes Annotated (the "NRSA"), MEDEL INVESTMENTS, INC., a Florida corporation ("Florida") and MEDEL INVESTMENTS, INC., a Nevada corporation ("Nevada") adopt the following Certificate of Merger for the purposes of merging Florida with and into Nevada (the "Merger"):

1. The Agreement and Plan of Merger, dated December 30, 1997 between Florida and Nevada was unanimously approved, adopted, certified, executed and acknowledged in accordance with Section 78.458 of the NRSA and related provisions of such law by (i) all of the Board of Directors and the sole stockholder of Florida on December 30, 1997 and (ii) all of the Board of Directors and the sole stockholder of Nevada on December 30, 1997.

2. The surviving corporation of the Merger shall be Nevada.

3. Upon consummation of the Merger, the Certificate of Incorporation of Nevada shall be the Certificate of Incorporation of Florida.

4. The executed Agreement and Plan of Merger is on file at the principal place of business of Medel Family Investments, Inc., c/o Nevada Holding Services, Inc., Suite 850, 101 Convention Center Drive, Las Vegas, Nevada 89109. A copy of the Agreement and Plan of Merger will be furnished by Nevada, on request and without cost, to any stockholder of Florida and Nevada.

**IN WITNESS WHEREOF**, Nevada has caused this Certificate of Merger to be signed on December 30, 1997.

MEDEL INVESTMENTS, INC., A FLORIDA CORPORATION  
**MEDEL INVESTMENTS, INC., a Nevada  
corporation**

By: \_\_\_\_\_

Roger Medel, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated as of December 30, 1997 and is entered into by and between Medel Investments, Inc., a Florida corporation, and Medel Investments, Inc., a Nevada corporation (referred to as "Florida" and "Nevada" respectively herein).

### RECITALS

WHEREAS, Florida and Nevada and their respective Boards of Directors deem it desirable and in the best interests of the respective corporations and common shareholder to merge Florida with and into Nevada in a statutory merger in accordance with the applicable laws of the States of Nevada and Florida; and

WHEREAS, the parties desire to set forth their agreements and understandings herein.

NOW THEREFORE, in consideration of the mutual representations, agreements and undertakings herein, the parties hereto agree as follows:

### OPERATIVE PROVISIONS

1. Merger and Surviving Corporation. Pursuant to the applicable laws of the States of Florida and Nevada, being *Chapter 607 of the Florida Statutes and Chapter 78 of the Nevada Revised Statutes* ("Applicable Law"), Florida shall be merged with and into Nevada, effective as of December 30, 1997 (the "Effective Date") and the separate corporate existence of Florida shall thereupon cease (the "Merger"). Nevada shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Nevada, and the separate corporate existence of Nevada with all of its rights, privileges, immunities and franchises as a corporation under the laws of the State of Nevada shall continue unaffected by the Merger.

2. Certificate of Merger. As of the Effective Date, Florida and Nevada will cause a certificate of merger in the form attached hereto as Exhibit A to be executed and filed with the Secretaries of State for the States of Florida and Nevada as provided in the Applicable Law.

3. Subsequent Actions. If at any time after the Effective Date, Nevada shall determine that it is advisable to perfect, confirm or otherwise formalize (for example, by bills of sale, assignments or other actions or instruments), any transfer by Florida to Nevada of Florida's right, title or interest to any of its properties, assets, claims or rights as a result of the Merger, or to otherwise carry out this agreement, then the officers and directors of Nevada shall be authorized to execute and deliver in the name and on behalf of Florida all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers.

4. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of Nevada shall continue to be the Articles of Incorporation and Bylaws of Nevada until duly amended in accordance with Nevada law.

5. Officers and Directors. The existing officers and directors of Nevada shall continue to hold such offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of Nevada.

6. Cancellation of Florida Shares. The parties acknowledge that all of the stock of Florida and Nevada is held by the same individual and accordingly, as of the Effective Date, all of the outstanding shares of stock of Florida shall be immediately cancelled. All of the outstanding shares of Nevada shall continue in existence and represent the entire shareholders' interest in and to all of the assets, properties, claims and rights of the merged corporations.

7. Miscellaneous. This Agreement and Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, may not be amended except by written instrument signed by the parties, and shall be governed by and construed in accordance with the Applicable Laws, as it relates to the operation of the Merger itself, and by the laws of Florida with regard to the contractual undertakings of the parties. This agreement may be signed in counterparts, the combination of which shall be considered the entire agreement of the parties.

Effective December 30, 1997.

Medel Investments, Inc., a Florida corporation

By: \_\_\_\_\_  
Roger Medel, President

Medel Investments, Inc., a Nevada corporation

By: \_\_\_\_\_  
Roger Medel, President