

P95000097741

Florida Department of State
Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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00 FEB -3 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TONIT INVESTMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Merger

2-3-00

Dr.

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

TECOLOTE, INC., a Florida corporation, P97000045963

INTO

TONIT INVESTMENT, INC., a Florida entity, P95000097741.

File date: February 3, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2000

TONIT INVESTMENT, INC.
7400 NW 7TH ST.
SUITE 109
MIAMI, FL 33126

SUBJECT: TONIT INVESTMENT, INC.
REF: P95000097741

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.

THE FLORIDA STATUTE NUMBER 606.0120 IN THE FIRST PARAGRAPH OF YOUR DOCUMENT SHOULD BE CORRECTED TO READ: 607.0120.

THE DOCUMENT NUMBER IN #1 OF YOUR DOCUMENT SHOULD BE CORRECTED TO READ: P97000045963.

THE SIGNATURE PAGES ATTACHED TO THIS DOCUMENT ARE FOR ANOTHER CORPORATION. PLEASE PROVIDE THE CORRECT SIGNATURE PAGES FOR THIS MERGER.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000005279
Letter Number: 800A00005076

H00000005279

ARTICLES OF MERGER**BETWEEN****TECOLOTE, INC., a Florida Corporation****AND****TONIT INVESTMENT, INC., a Florida Corporation**FILED
00 FEB -3 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporation, in compliance with Sections 607.1101, 607.1102, 607.1103, 607.1105, 607.1106 and 607.0120 of the Florida Business Corporation Act, hereby adopt and certify the following Articles of Merger pursuant to and in accordance with the unanimous resolutions of the Board of Directors and the unanimous consent of all the shareholders of the corporations dated January 28, 2000 adopting a plan of merger and share exchange:

1. Tecolore, Inc. was incorporated on May 23, 1997 with the Florida Secretary of State and assigned document number P9700045963. Tecolore, Inc was authorized to issue 1000 shares of common stock, \$1.00 par value. One hundred (100) shares have been issued and are outstanding.

2. Tonit Investment, Inc. was incorporated on December 28, 1995 with the Florida Secretary of State and assigned document number P95000097741. Tonit Investment, Inc. was authorized to issue 1000 shares of common stock, \$1.00 par value. One hundred (100) shares have been issued and are outstanding.

3. Tonit Investment, Inc. has issue One Hundred (100) additional shares in exchange for the One Hundred (100) issued and outstanding shares in Tecolore, Inc. effective as of the date hereof.

4. The merger shall become effective upon the filing of these Articles of Merger.

5. The surviving corporation shall be Tonit Investment, Inc.

6. The undersigned constitute all of the Directors and authorized individuals to execute there Articles of Merger on behalf of the aforementioned corporations pursuant to and in accordance with the aforementioned resolutions.

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(Signatures Continued on Next Page)

TONIT INVESTMENT, INC., a Florida Corporation
Sole Directors:

BY: 

Raul A. Mafud, Director and President

BY: 

Sergio A. Mafud, Director and Secretary

(SEAL)



TECOLOTE, INC., a Florida Corporation
Sole Directors:

BY: 

Raul Abraham Mafud, President and Director

BY: 

Sergio Abraham Mafud, Secretary and Director

(SEAL)

STATE OF FLORIDA)

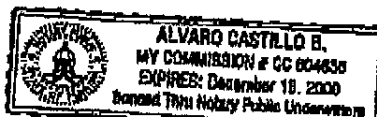
) SS:

COUNTY OF MIAMI-DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Raul A. Mafud and Sergio A. Mafud, personally appeared to me known to be the person described as the Sole Directors, President and Secretary respectively of Tonit Investment, Inc. and in the foregoing Articles of Merger and they acknowledged before me that they executed said Articles of Merger for the purposes therein set forth.

WITNESS my hand and seal in said State and County, this 31 day of January 2000.

H00000005279


NOTARY PUBLIC

H00000005279

State of Florida at Large

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Raul Abraham Mafud and Sergio Abraham Mafud, personally appeared to me known to be the person described as the Sole Directors, President and Secretary respectively of Tecolote, Inc. and in the foregoing Articles of Merger, and they acknowledged before me that they executed said Articles of Merger for the purposes therein set forth.

WITNESS my hand and seal in said State and County, this 31 day of January 2000.



NOTARY PUBLIC
State of Florida at Large



THIS INSTRUMENT PREPARED BY
Alvaro Castillo, Esq
Florida Bar No.611761
1390 Brickell Avenue, Suite 200
Miami, Florida 33143

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