

UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

817302/7875

October 13, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Georg X.S., Inc. a Commonwealth of the Bahamas corporation

into Georg X.S., Inc., a Florida corporation

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Merger

FILED
00 OCT 13 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200003423932-5

10/13/00-01017-018

*****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 OCT 13 AM 10:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10/16/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEORG X. S. INC., a Bahamas corporation

,

INTO

GEORG X. S., INC., a Florida entity, P96000009498

File date: October 13, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
GEORG X. S. INC., a Commonwealth of the Bahamas Corporation,
INTO
GEORG X. S., INC. a Florida Corporation

FILED
00 OCT 13 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between GEORG X. S. INC., a Commonwealth of the Bahamas corporation, and GEORG X. S., INC., a Florida corporation.

Pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act, GEORG X. S. INC. and GEORG X. S., INC. adopt the following Articles of Merger.

1. The street address of the principal office, jurisdiction, and entity type for GEORG X. S. INC., which was incorporated in the Commonwealth of the Bahamas on March 18, 1996, is as follows:

<u>ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
5035 Yacht Harbor Dr. #203 Naples, Florida 34112	Bahamas	Corporation

FLORIDA DOCUMENT/REGISTRATION NUMBER: N/A
FEI NUMBER: N/A

2. The street address of the principal office, jurisdiction, and entity type for GEORG X. S., INC. is as follows:

<u>ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
5035 Yacht Harbor Dr. #203 Naples, Florida 34112	Florida	Corporation

FLORIDA DOCUMENT/REGISTRATION NUMBER: P96000009498
FEI NUMBER: 65-0656715

3. In accordance with Florida Statutes Section 607.1101 et. seq., and Section 77 of the Commonwealth of the Bahamas International Business Companies Act, 1989, as amended, the Plan of Merger dated September 5, 2000 was approved and adopted by the shareholders of GEORG X.S. INC. on September 5, 2000 and was adopted by the shareholders of GEORG X.S., INC. on September 5, 2000.

4. Pursuant to the Plan of Merger, all issued and outstanding shares of GEORG X.S. INC.'s stock will be acquired by means of a merger of GEORG X.S. INC. into GEORG X.S., INC. with GEORG X.S., INC. being the surviving corporation.

5. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

6. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 3rd day of September, 2000.

GEORG X.S. INC.,
a Commonwealth of the Bahamas corporation

By: _____

Georg Sigl, President/Director

By: _____

Dr. Ursula Kurpus-Sigl, Secretary/Director

GEORG X.S., INC.,
a Florida corporation

By: _____

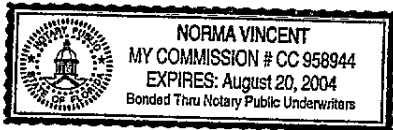
Georg Sigl, President

By: _____

Dr. Ursula Kurpus-Sigl, Secretary

STATE OF FLORIDA)
 : ss.:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 5th day of September, 2000, by GEORG SIGL and DR. URSULA KURPUS-SIGL each as President and Secretary of GEORG X.S. INC., a Commonwealth of the Bahamas corporation, who are personally known to me ~~or who have produced _____~~ as identification and who did take an oath.



(SEAL)

(SEAL)
Thomas Vincent

Signature - NOTARY PUBLIC

NORMA VINCENT
Printed Name of NOTARY PUBLIC

NOTARY PUBLIC

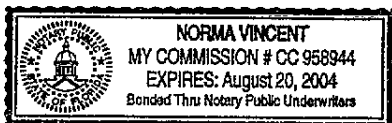
Title

958944

Serial number, if any

STATE OF FLORIDA)
 : ss.:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 5th day of September, 2000, by GEORG SIGL and DR. URSULA KURPUS-SIGL each as President and Secretary of GEORG X.S., INC., a Florida corporation, who are personally known to me ~~or who have produced _____ as identification and who did take an oath.~~



(SEAL)

(SEAL)
Homer Vincent

Signature - NOTARY PUBLIC

NORMA VINCENT
Printed Name of NOTARY PUBLIC

NOTARY PUBLIC

Title

958944

Serial number, if any

EXHIBIT A

PLAN OF MERGER

Merger between GEORG X.S., INC., a Florida corporation (the "Surviving Corporation" hereinafter "GXSFLA"), and GEORG X.S. INC., a Commonwealth of the Bahamas corporation (the "Disappearing Corporation," hereinafter "GXSBAB"). This Merger is being effected and adopted by each party to the Merger pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "FBC Act") and Section 77 of the Commonwealth of the Bahamas International Business Companies Act, 1989 as amended (the "IBC Act").

1. Articles of Incorporation. The Articles of GXSFLA shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, one (1) share of GXSBAB's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of GXSFLA, in accordance with this Plan, with the issued and outstanding shares of GXSFLA remaining constant after the merger. The actual number of shares is subject to a final accounting determining the market value of both corporations as of the Effective Date. As GXSBAB is presently the sole shareholder of GXSFLA, such shares of GXSFLA issued pursuant to this Plan on the Effective Date shall then be the sole issued and outstanding shares of GXSFLA stock. This transaction is intended to qualify as a statutory merger under Internal Revenue Code §§ 368(a)(1)(A).

3. Satisfaction of Rights of GXSBAB's Shareholders. All shares of stock of GXSFLA into which shares of GXSBAB shall have been converted, and for which GXSBAB shares become exchangeable pursuant to this Plan, shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of GXSBAB shall cease, and GXSFLA shall be fully vested in GXSBAB's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the FBC Act.

5. Supplemental Action. If at any time after the Effective Date, GXSBAB shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of GXSBAB or GXSFLA as the case may be, whether past or remaining in office, shall execute and deliver upon the request of GXSBAB, 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 GXSFLA, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. GXGBAH and GXSFLA shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by GXSFLA with the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles.

7. Filing With the Registrar. GXGBAH shall make any and all filings with the Bahamian Registrar of Companies pursuant to Section 77 of the IBC Act as shall be required thereby.

8. 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 prior to 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 Section 607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), 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.

GEORG X.S., INC.
a Florida corporation

By:

Georg Sigl, President

By:

Dr. Ursula Kurpus-Sigl, Secretary

GEORG X.S. INC.,
a Commonwealth of the Bahamas corporation

By:

Georg Sigl, President/Director

By:

Dr. Ursula Kurpus-Sigl, Secretary/Director