

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILED

00 DEC 26 AM 11:54

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

DATE:

12-27-00

REF. #:

0631.

**CORP. NAME:**

MD/SELVA USA INC merging  
into SELVA USA INC

☐ ARTICLES OF INCORPORATION      ☐ ARTICLES OF AMENDMENT      ☐ ARTICLES OF DISSOLUTION  
☐ ANNUAL REPORT      ☐ TRADEMARK/SERVICE MARK      ☐ FICTITIOUS NAME  
☐ FOREIGN QUALIFICATION      ☐ LIMITED PARTNERSHIP      ☐ LIMITED LIABILITY  
☐ REINSTATEMENT      ☒ MERGER      ☐ WITHDRAWAL  
☐ CERTIFICATE OF CANCELLATION      ☐ UCC-1      ☐ UCC-3  
☐ OTHER:

STATE FEES PREPAID WITH CHECK#

9682 FOR \$ 78.75

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

200003512473--1  
-12/26/00--01019--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**COST LIMIT: \$**

**PLEASE RETURN:**

☒ CERTIFIED COPY      ( ) CERTIFICATE OF GOOD STANDING  
( ) CERTIFICATE OF STATUS

Examiner's Initials

Merger  
12-26-00  
BUT

( ) PLAIN STAMPED COPY

PLAIN STAMPED COPY

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MD/SELVA USA INC., a Florida corporation, P97000089927

INTO

**SELVA USA, INC.**, a Florida entity, P96000054288

File date: December 26, 2000

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER

OF

MD/SELVA USA INC.

AND

SELVA USA INC.

FILED

00 DEC 26 AM 11:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging MS/SELVA USA INC. ("MD/SELVA") with and into SELVA USA INC. ("SELVA") as approved and adopted at a meeting by the sole shareholder of MD/SELVA on August 31, 2000 pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act and approved and adopted at a meeting by the sole shareholder of SELVA on August 31, 2000 pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act.

SECOND: SELVA will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

THIRD: The Articles of Incorporation of SELVA as now in force and effect, shall continue to be the Articles of Incorporation of the surviving corporation unless and until amended pursuant to the provisions of the Florida Business Corporation Act.

Executed on this 31<sup>st</sup> day of August, 2000

MD/SELVA USA INC.

By: 

Name: Alberto Peisach

Title: President

SELVA USA INC.

By: 

Name: Marco Barbier

Title: President

## PLAN OF MERGER

PLAN OF MERGER adopted by MD/SELVA USA INC. ("MD/SELVA"), a corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on August 31, 2000 and adopted by SELVA USA INC. ("SELVA"), a corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on August 31, 2000. The name of the surviving corporation into which MD/SELVA plans to merge is SELVA.

1. MD/SELVA and SELVA shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, SELVA, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of MD/SELVA, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first Officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into .2857143 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation and to the sole shareholder of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholder entitled to vote of the non-surviving corporation and by the shareholder entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts to effectuate the merger.

8. The Board of Directors and the proper Officers of the non-surviving corporation and the Board of Directors and the proper Officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.