

P96000054288

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

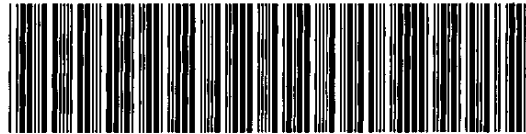
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/28/07--01024--003 **70.00

07 DEC 28 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

merger

Q. Donato JAN 03 2008

William H. Newton, III

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William H. Newton, III
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December 27, 2007

EXPRESS MAIL

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Selva USA, Inc.
Articles of Merger, and
Plan of Merger

Dear Sir or Madam:

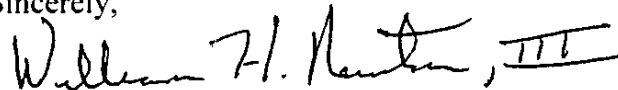
Enclosed is the duly executed original of the Articles of Merger and the accompanying Plan of Merger, for the merger of Selva USA, Inc., a Florida corporation, into Phoenix Financial Corp., a Delaware corporation, as the survivor.

Also enclosed is a check in the amount of \$70.00 payable to the Florida Department of State. Please treat the documents as filed concurrently with the date of receipt.

If you have any questions, please do not hesitate to contact me.

With best regards.

Sincerely,



William H. Newton, III

WHN:nma
Enclosures

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Phoenix Financial Corp.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Selva USA, Inc.	Florida	P96000054288
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 TALLAHASSEE FLORIDA

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 AND
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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 ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 12-10-07

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 12-10-07

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)

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Phoenix Financial Corp. _____	Delaware _____

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Selva USA, Inc. _____	Florida _____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

Pursuant to the written agreement between Phoenix Financial Corp. ("PF") and Selva USA, Inc. ("S"), S will merge into PF and will transfer to PF all of the assets of S subject to their liabilities.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)