

PG6000063149

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(City/State/Zip/Phone #)

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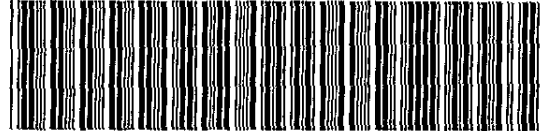
(Business Entity Name)

(Document Number)

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12/12/03--01055--001 \*\*70.00

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FILED  
01 JAN -8 PM 3:16  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

DS 1/12/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 23, 2003

BRUCE R. MCELVENNY, ESQ.  
80 WASHINGTON ST, SUITE D23  
NORWELL, MA 02061

SUBJECT: AGA ENGINEERING AND TRADING, INC.  
Ref. Number: P96000063149

We have received your document for AGA ENGINEERING AND TRADING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 245-6957.

Pamela Smith  
Document Specialist

Letter Number: 603A00068399

RECEIVED  
04 JAN -8 AM 11:56  
DIVISION OF CORPORATIONS

BRUCE R. McELVENNY

ATTORNEY AT LAW  
80 WASHINGTON STREET, SUITE D23  
NORWELL, MASSACHUSETTS 02061

AREA CODE (781)  
TELEPHONE 982-0125  
FACSIMILE 982-0124

January 7, 2004

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Merger AGA Engineering and Trading, Inc. (Florida) with  
and into AGA Group, Inc. (Massachusetts)  
Ref. No. P96000063149

Dear Sir or Madam:

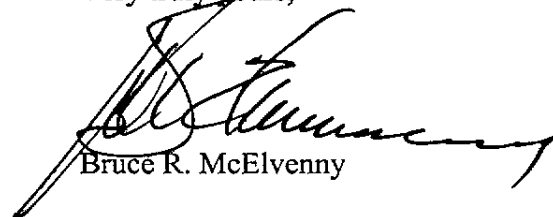
On behalf the above-captioned corporations, and in response to your letter please find the enclosed revised Articles of Merger in duplicate, one for recording, and the other for certification.

Please forward the certified copy of the Articles of Merger to the address shown below. The required filing fee of \$8.75 has been included.

McElvenny & Associates, P.C.  
80 Washington Street, Suite #23D  
Norwell, MA 02061

Please do not hesitate to contact me should you have any questions or comments.

Very truly yours,



Bruce R. McElvenny

BRM/ks  
Enclosures

**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**

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

04 JAN -8 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AGA Group, Inc.	Massachusetts	N/A

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AGA Engineering and Trading, Inc.	Florida	P96000063149

**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**     / N/A /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 December 12, 2003.

The Plan of Merger was adopted by the board of directors of the surviving corporation on N/A 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 December 12, 2003.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title



Alexander D. Gozman, Treasurer

and Secretary

1. *[Signature]*

Alexander D. Gozman, Treasurer

and Secretary

**PLAN OF MERGER**  
of  
**AGA Engineering and Trading, Inc.**  
(a Florida Corporation - the Merging Corporation)

with and into

**AGA Group, Inc.**  
(a Massachusetts Corporation - the Surviving Corporation)

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107 and 607.1105 of the Florida Statutes.

This Plan of Merger dated December 12, 2003 by and between AGA Group, Inc. (sometimes, "AGA Group"), and AGA Engineering and Trading, Inc. (sometimes, "AGA Engineering"), such Corporations being hereinafter collectively referred to as the "Constituent Corporations."

It is hereby certified, upon behalf of each of the Constituent Corporations herein named, as follows:

FIRST:       The exact name and address of the corporation which is to be the **Surviving Corporation**, is:  
                    AGA Group, Inc., (a Massachusetts corporation)  
                    107 Monadnock Road, Newton, Massachusetts, 02467.

The jurisdiction of the Surviving Corporation is Massachusetts and the date upon which its Articles of Incorporation were filed with the Secretary for the Commonwealth of Massachusetts was May 31, 2002. The Surviving Corporation shall not do business in the state of Florida until an application for such authority shall have been filed with the Florida Secretary of State's Office.

SECOND:      The exact name and address of the **Merging Corporation** into the Surviving Corporation, is:  
                    AGA Engineering and Trading, Inc., (a Florida corporation)  
                    201 E. Pine Street, Suite 1200, Orlando.

The jurisdiction of the Merging Corporation is Florida and the date upon which its certificate of incorporation was filed with the Florida Secretary of State was July 29, 1996.

THIRD: As to each Constituent Corporation, the designation and number of outstanding shares of each class is as follows

**The Surviving Corporation - AGA Group (Massachusetts)**

Authorized capital stock of Two Hundred Thousand (#200,000) shares of common stock, \$.00010 par value (the "AGA Group Common Stock"), of which Two Thousand (#2,000) shares are issued and outstanding, and the holders of all such shares are entitled to vote on this Merger.

**The Merging Corporation - AGA Engineering (Florida)**

Authorized capital stock of One Billion (#1,000,000,000) shares of Class A common stock, \$.0001 par value per share, of which Two Hundred Million-One Hundred Thousand (#200,100,000) shares are issued and outstanding as of the date hereof and all such shares are entitled to vote on this Plan of Merger; and One Hundred Million (#100,000,000) shares of Preferred Stock, \$.0001 par value per share, of which no shares are issued and outstanding as of the effective date hereof.

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

At the Effective Date, as hereinafter defined, AGA Engineering, shall be merged with and into AGA Group, which is hereby designated as the "Surviving Corporation", which shall not be a new corporation, which shall continue its corporate existence as AGA Group, Inc., to be governed by the laws of the Commonwealth of Massachusetts which shall continue to be named and which shall maintain a registered office in the Commonwealth of Massachusetts.

Each share of Common Stock of the Merging Corporation is entitled to one vote per share and approval of the merger requires such persons representing two thirds of each class of stockholders entitled to vote and approve the transaction and its terms.

At the Effective Date:

- 1) The Constituent Corporations shall be a single corporation, which shall be AGA Group, Inc., the Corporation designated herein as the Surviving Corporation.
- 2) The separate existence of AGA Engineering and Trading, Inc., shall cease.
- 3) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public and private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all the singular, rights, privileges, powers and franchises of each Constituent Corporation, and all property, real,

personal and mixed, and all debts due to either Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

- 4) All corporate acts, plans, policies, contracts, approvals and authorizations of AGA Engineering and its Stockholders, Board of Directors, committees elected or appointed by the Board of Directors, Officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to AGA Engineering.
- 5) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.
- 6) The Board of Directors and the Officers of AGA Group as of the Effective Date shall be:

Board of Directors:

Grigori Brodski  
Alexander Gozman

Officers:

Grigori Brodski, President  
Alexander Gozman, Treasurer  
Alexander Gozman, Clerk

FIFTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other



securities of the survivor, in whole or in part, into cash or other property are as follows:

- 1) Each share of AGA Engineering outstanding at the Effective Date shall be converted into .0000006% fractional, fully paid and nonassessable shares of AGA Group (the Surviving Corporation) without any action on the part of the holder thereof, provided, however, that no fractional shares of AGA Group Common Stock shall be issued pursuant to the merger and the aggregate number of shares of AGA Group Common Stock to be issued pursuant to the merger shall be determined by rounding any fractional share to which any Stockholder of AGA Engineering may otherwise be entitled to the nearest whole share. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of AGA Engineering Common Stock shall be entitled, upon surrender thereof to receive in exchange therefor a certificate or certificates representing the number of whole shares of AGA Group Common Stock into or for which his shares have been converted or exchanged.
- 2) Until surrendered, each outstanding certificate which, prior to the Effective Date represented shares of AGA Engineering Common Stock shall for all purposes evidence the ownership of the shares of AGA Group Common Stock into or for which such shares have been so converted or exchanged.
- 3) All shares of Stock into which shares of AGA Engineering Common Stock shall have been issued in full satisfaction of all rights pertaining to such converted shares.
- 4) All voting rights and powers, dividend rights, preferences, and other rights and qualifications of holders of stock so converted shall, after such conversion, be as provided for the stock held after such conversion, and no inconsistent rights and powers, dividend rights, preferences, and other rights and qualifications shall survive the conversion.
- 5) Certificates for stock outstanding at the effective date of the merger and so converted may, but need not, be surrendered, canceled and replaced with certificates for the stock into which the stock they had represented has been converted.

SIXTH: There are no outstanding rights to acquire interests, shares, obligations or other securities of each merged, consequently, no provision has been made to convert rights to acquire such interests in the surviving entity.

SEVENTH: The merger herein certified is permitted by the laws of the Commonwealth of Massachusetts, the jurisdiction of incorporation of the Surviving Corporation and is in compliance with the Commonwealth of Massachusetts General Laws for Business Corporations. Moreover, The Certificate of Incorporation of AGA Group as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and

constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law.

The By-laws of AGA Group as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the By-laws of the Surviving Corporation until amended in the manner provided by law.

- EIGHT: This Plan of Merger meets the requirements of Massachusetts General Laws c. 156B, Sections 78, 79 et al, and sections 607.1107 and 607.1105 of the Florida Statutes and was approved each corporation and authorized in respect to the Merging Corporation by a vote of its Board of Director and by a representative vote of two thirds of each class of stockholders entitled to vote and approve the transaction and its terms.
- NINTH: The Surviving Corporation agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of the Merging Corporation for which the Merging Corporation was previously amenable to suit in the State of Florida and for the enforcement of the right of shareholders of the Merging Corporation to receive payment for their shares against the Surviving Corporation.
- TENTH: The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders that is a party to the merger.
- ELEVENTH: The Merging Corporation hereby certifies that all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance of the State of Florida which is now due and payable to the Merging Corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the Merging Corporation. The report, if estimated, is subject to amendment. The Surviving Corporation agrees that it will within thirty days after filing this Certificate of Merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of Florida all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the Merging Corporation.
- TWELFTH: The merger shall have an Effective Date when all the following actions shall have been taken:

- 1) This Plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the Massachusetts Business Corporation Act and such provisions as are required by the Commonwealth of Massachusetts and the State of Florida, and after the requisite vote of the Stockholders of each Constituent Corporation, and
- 2) Articles of Merger and a Certificate of Merger (with this Plan of Merger attached as part thereof), setting forth the information required by, and executed and verified in accordance with MGLA 156B are filed in the office of the Secretary of State for the Commonwealth of Massachusetts and the Office of the Secretary of State for the State of Florida (the particular time and date at which such filing shall be accomplished being herein referred to as the "Effective Date").

Signed on: December 12, 2003

**For the Surviving Corporation:**  
**AGA Group, Inc.**  
( a Massachusetts corporation)

By:   
Grigori S. Brodski, President

By:   
Alexander D. Gozman, Treasurer

Signed on: December 12, 2003

**For the Merging Corporation:**  
**AGA Engineering and Trading, Inc.**  
(a Florida corporation)

By:   
Grigori S. Brodski, President

By:   
Alexander D. Gozman, Treasurer