

**CORPORATE  
ACCESS,  
INC.**

**1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303**  
**P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666**

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9/3/96 (1.2)

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1.) Coco Lunette International, Inc.  
(CORPORATE NAME & DOCUMENT #)

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**SPECIAL INSTRUCTIONS**

**"When you need ACCESS to the world"**  
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SEP - 3 1996

**Articles of Incorporation  
of  
COCO LUNETTE INTERNATIONAL, INC.**

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The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

**COCO LUNETTE INTERNATIONAL, INC.**

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

The mailing address of this Corporation is:

c/o Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 1035  
Coral Gables, Florida 33134

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its corporate existence on September 3, 1996. This Corporation shall have perpetual existence.

**ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 1035  
Coral Gables, Florida 33134

**ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

**ARTICLE VII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 1035  
Coral Gables, Florida 33134


**ARTICLE VIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

**ARTICLE IX. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of August 30, 1996.

  
\_\_\_\_\_  
Gregg S. Truxton, Esquire

CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

FILED  
ON 09/01/96  
95 SEP -3 PM 1:09  
DIVISION OF  
REGISTRATION

The following is submitted pursuant to Sections 48.091 and  
607.0501 of the Florida Statutes:

Having been appointed registered agent of Coco Lunotto,  
International, Inc. in its Articles of Incorporation, at the  
place designated in such Articles of Incorporation, the  
undersigned hereby agrees to act in this capacity and affirms  
that it is familiar with, and accepts, the obligations of such  
position.

  
Gregg S. Truxton, Esquire

Dated: August 30, 1996

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomaville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

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11/27/96

(Signature)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
NOV 27 PM 2:21

☒ **CERTIFIED COPY**

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1) Myspex Inc.  
(CORPORATE NAME & DOCUMENT #)

2) Coco Lunette International, Inc  
(CORPORATE NAME & DOCUMENT #)

3) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(Signature)

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DIVISION OF CORPORATION

**SPECIAL INSTRUCTIONS**

## Articles of Merger

Pursuant to Sections 607.1104 and 607.1105, Florida Statutes, Myspex, Inc., a Florida corporation, and Coco Lunette International, Inc., a Florida corporation, do hereby adopt the following Articles of Merger merging Myspex, Inc. into Coco Lunette International, Inc.

### Article I. Plan of Merger

The Plan of Merger is attached hereto and made a part hereof.

### Article II. Effective Date

The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

### Article III. Shareholder and Director Approval

The Plan of Merger was duly approved by resolutions of the shareholders and directors of both corporations on the 20 day of November, 1996.

### Article IV. Surviving Corporation.

Coco Lunette International, Inc. shall be the corporation surviving the merger (the "Surviving Corporation") and shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of the State of Florida.

In Witness Whereof, the undersigned have caused these Articles of Merger to be duly executed by their respective authorized officers.

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TALLAHASSEE, FLORIDA

Myspex, Inc.,  
a Florida corporation

By: Edward W. Beiner  
Edward W. Beiner  
President

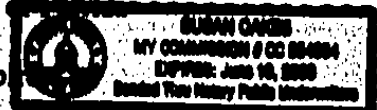
Coco Lunette International, Inc.,  
a Florida corporation

By: Edward W. Beiner  
Edward W. Beiner,  
President

STATE OF FLORIDA)  
                                  )SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of November, 1996 by Edward W. Beiner as President of Myspex, Inc., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

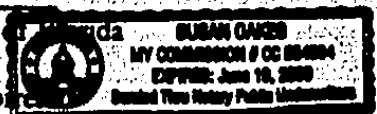
Susan Gager  
Notary Public, State of Florida  
Print Name:  
My Commission Expires



STATE OF FLORIDA)  
                                  )SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of November, 1996 by Edward W. Beiner as President of Coco Lunette International, Inc., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

Susan Gager  
Notary Public, State of Florida  
Print Name:  
My Commission Expires





## PLAN OF MERGER

Plan of Merger of Myspex, Inc., a Florida corporation (referred to herein as "Myspex") and Coco Lunette International, Inc., a Florida corporation (referred to herein as "Coco Lunette").

### Preliminary Statement

Coco Lunette is the owner and holder of all of the issued and outstanding shares of stock of Myspex. This Plan of Merger contemplates a tax-free merger of Myspex with and into Coco Lunette, and is effectuated pursuant to the provisions of Section 607.1104, Florida Statutes. Myspex and Coco Lunette are sometimes referred to together herein as the "Corporations" and each as a "Corporation".

#### 1. The Merger.

Pursuant to Section 607.1104, Florida Statutes, Myspex shall, on the Effective Date, be merged with and into Coco Lunette.

#### 2. Articles of Merger.

Coco Lunette and Myspex will file Articles of Merger in the form attached hereto as Exhibit "A" (the "Articles of Merger") with the Secretary of State of the State of Florida, in order to effectuate the merger.

#### 3. Effective Date.

The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida. The date upon which the merger shall become effective is referred to herein as the "Effective Date"). The separate existence of Myspex shall cease on the Effective Date.

#### 4. Surviving Corporation.

Coco Lunette shall be the corporation surviving the merger (the "Surviving Corporation") and shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of the State of Florida. The identity, existence, purposes and powers of Coco Lunette shall continue unaffected and unimpaired by the merger.

#### 5. Articles of Incorporation.

The Articles of Incorporation of Coco Lunette which are in effect as of the

Effective Date will remain, in all respects, the Articles of Incorporation of the Surviving Corporation, without any modification or amendment by this Merger.

6. Bylaws.

The Bylaws of Coco Lunette which are in effect as of the Effective Date will remain the Bylaws of the Surviving Corporation, without any modification or amendment by this Merger.

7. Directors and Officers.

The directors and officers of Coco Lunette who are in office as of the Effective Date will remain the directors and officers of the Surviving Corporation, retaining their respective positions and terms of office.

8. Conversion of Myspex Shares.

The shares of stock of Myspex heretofore issued and outstanding shall be surrendered by Coco Lunette, as the sole stockholder, for cancellation. No new shares of the Surviving Corporation will be issued in connection with this merger since the sole stockholder of Myspex is the Surviving Corporation.

9. Capital Stock of Surviving Corporation.

The authorized capital stock of the Surviving Corporation shall be as set forth in the Articles of Incorporation of Coco Lunette in effect as of the Effective Date, and shall not be affected in any respect by this Merger. Each Coco Lunette Share issued and outstanding as of the Effective Date will remain issued and outstanding.

10. Assets and Liabilities.

All property, real, personal and mixed, and all debts due to Myspex (except any debts owing by Coco Lunette to Myspex), and every other interest of or belonging to Myspex shall be deemed to be transferred to and vested in Coco Lunette as of the Effective Date without further act or deed. All property and every other interest shall thereafter be the property of Coco Lunette, and the title to any real estate or any interest therein, whether vested by deed or otherwise, in Myspex shall be vested in Coco Lunette, and shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of the Corporations shall be preserved unimpaired and any debts, liabilities, obligations and duties of the respective Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, unless there is an agreement to the contrary with creditors. Any action or proceeding pending by or against either Corporation may be prosecuted to judgment as if the merger had not

taken place or the Surviving Corporation may be substituted in place of Myspex. Any debts owing by either one of the Corporations to the other Corporation shall be canceled and discharged in full by this merger.

11. Tax Effect.

This transaction is intended to qualify as a reorganization, as defined in Section 368 (a) (1) of the Internal Revenue Code. Accordingly, on and after the Effective Date, the books and records of the Surviving Corporation shall be maintained in such a manner as to appropriately reflect a consummation of this reorganization and all reports required to be filed with the Internal Revenue Service on or after the Effective Date shall appropriately reflect the reorganization.

12. Further Actions.

The officers and directors of Coco Lunette, as the Surviving Corporation are hereby authorized, at any time after the Effective Date, to execute and deliver any deed or other document and to take such further action which may be necessary or appropriate in the name and on behalf of either Coco Lunette or Myspex in order to carry out and effectuate the intent and purposes of this Plan of Merger.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MYSPEX, INC., a Florida corporation, document number P95000030090

INTO

COCO LUNETTE INTERNATIONAL, INC., a Florida corporation,  
P98000072792

File date: November 27, 1996

Corporate Specialist: Karen Gibson