

P96000093671

Charter Number Only

3/11/98.

Nathy

VALIDATION ONLY

Raul Garcia-Vidal

Requestor's Name

1 Alhambra Plaza #1450

Address

Coral Gables, Fl. 33134

City

State

ZIP

Phone

444-8382.

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-03/16/98--01014--002
*****87.50 *****87.50

CORPORATION(S) NAME

~~Exhibit "A"~~ IGEESE, INC.
Merger

FILED
98 MAR 16 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- () Profit () NonProfit () Amendment () Foreign () Dissolution () Mark () Limited Partnership () Annual Report () Other () Reinstatement () Reservation () Change of Registered Agent () Certified Copy () Photo Copies () Certificate Under Seal () Call When Ready () Call If Problem () After 4:30 () Walk In () Will Wait () Pick Up () Mail Out

Name	3/16/98
Availability	NO
Document	NO
Examiner	NO
Updater	NO
Verifier	NO
Acknowledgment	NO
W.P. Verifier	NO

certified copy

RECEIVED
98 MAR 16 AM 9:50
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

1601 CORAL WAY, INC., a Florida corporation P97000076615

INTO

IGESE, INC., a Florida corporation, P96000093671.

File date: March 16, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF IGESE, INC.
AND 1601 CORAL WAY, INC.**

98 MAR 16 PM 3:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into IGESE, INC.:

1. The names of the corporations which are parties to the within merger are 1601 CORAL WAY, INC. and IGESE, INC. IGESE, INC., is the surviving corporation.

2. The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: SEE EXHIBIT "A"

3. As to each of the undersigned corporations, the number of shares, and the designation and number of shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	<i>Entitled to Vote as a Class</i>	
		Designation of Class	Number of Shares
1601 Coral Way, Inc.	500	common	500
IGESE, Inc.	500	common	500

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of shares voted for and against the plan, respectively are as follows:


Name of Corporation	Total Voted For	Total Voted Against	<i>Entitled to Vote as a Class</i>			Plan Adopted On:
			Class	Voted For	Voted Against	
1601 Coral Way, Inc.	500	-	common	500	-	1/4/98
IGESE, Inc.	500	-	common	500	-	1/4/98

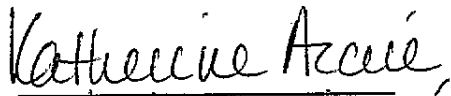
WITNESSES



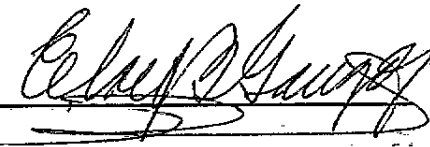
Print Raoul Garcia-Vidal

IGESE, INC.

By: 


Print Katherine Azee

1601 CORAL WAY, INC.

By: 

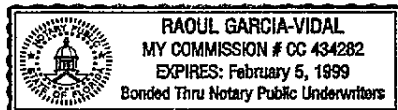
STATE OF FLORIDA)

)SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Eloy Gonzalez, as President of IGESE, INC., and Eloy Gonzalez, as President of 1601 CORAL WAY, INC., known to me to be the person described herein and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: whom I personally know

WITNESS my hand and official seal in the County and State last aforesaid, this 27 day of February, A.D., 1998.



Print: RAOUL GARCIA-VIDAL
NOTARY PUBLIC, State of Florida
at Large

My commission expires:

Exhibit "A"

PLAN OF MERGER

Plan of merger dated January 2, 1998, between IGESE, INC., hereafter called the surviving corporation, and 1601 CORAL WAY, INC., hereafter called the absorbed corporation.

STIPULATIONS

A. Surviving corporation is a corporation organized and existing under the laws of the State of Florida , with its principal office at One Alhambra Plaza, Suite 1450, Coral Gables, Florida 33134.

B. Surviving corporation has a capitalization of 500 authorized shares of One Dollar (\$ 1.00), par value of common stock, of which 500 shares are issued and outstanding.

C. Absorbed corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 1601 Coral Way, Miami, Florida 33145.

D. Absorbed corporation has a capitalization of 500 authorized shares of One Dollar (\$1.00) par value common stock of which 500 shares are issued and outstanding].

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporation and their shareholders that 1601 CORAL WAY, INC., be merged into IGESE, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" with in the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. Absorbed corporation shall merge with and into IGESE, INC. , which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of the Absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one share of the One Dollar (\$1.00) par value common stock of the Surviving corporation, which shares of common of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to

fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation [shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation [on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 20, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 20, 1998; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

1601 CORAL WAY, INC.

Attest: _____

By: _____



IGESE, INC.

Attest: _____

By: _____

