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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**TBK, INC.**

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**ARTICLES AND PLAN OF MERGER  
OF  
ASTRAL PRODUCTS, INC.  
WITH AND INTO  
TBK, INC.**

TBK, Inc., a Florida corporation, and Astral Products, Inc., a Florida corporation (collectively, the "Constituent Corporations"), submit the following Articles and Plan of Merger in accordance with Sections 607.1104 and 607.1105 of the Florida Business Corporation Act ("FBCA").

**ARTICLE I  
CONSTITUENT CORPORATIONS**

The exact name, jurisdiction, and entity type for each Constituent Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TBK, Inc.	Florida	For Profit Corporation

Florida Document Registration Number: P96000100209

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Astral Products, Inc.	Florida	For Profit Corporation

Florida Document Registration Number: P93000076577

The name of the surviving corporation following the transactions contemplated by these Articles and Plan of Merger is TBK, Inc., a Florida corporation ("Surviving Corporation").

**ARTICLE II  
APPROVAL OF PLAN OF MERGER**

The Plan of Merger set forth in Article III hereof meets the requirements of Section 607.1104 of the FBCA and was duly adopted and approved by the Board of Directors of the Surviving Corporation on August 31, 2005, in accordance with Section 607.1104 of the FBCA. Shareholder approval of the merger is not required.

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**ARTICLE III**  
**PLAN OF MERGER**

3.1 At and as of the Effective Date of the merger, Astral Products, Inc. shall merge with and into TBK, Inc., with TBK, Inc. as the surviving corporation (the "Surviving Corporation").

3.2 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

3.2.1 Immediately prior to the Effective Date, the Surviving Corporation owned all of the issued and outstanding stock of Astral Products, Inc. At and as of the Effective Date, each authorized and outstanding share of stock of Astral Products, Inc. owned and held by the Surviving Corporation shall be surrendered to Astral Products, Inc. for cancellation in consideration of the transfer of the assets of Astral Products, Inc. to the Surviving Corporation and its assumption of the liabilities and obligations of Astral Products, Inc. by virtue of the merger.

3.2.2 At and as of the Effective Date, each authorized but unissued share of common stock of Astral Products, Inc., if any, shall be canceled and extinguished by virtue of the merger.

3.3 At and as of the Effective Date, the separate existence of Astral Products, Inc. shall cease, and all of the property, rights, privileges, contracts and franchises for the corporation of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3.4 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for the liabilities and obligations of Astral Products, Inc.

3.5 At and as of the Effective Date, the Articles of Incorporation and Bylaws of the Surviving Corporation shall continue in full force and effect following the merger as the Articles of Incorporation and Bylaws of the Surviving Corporation.

3.6 Shareholders of Astral Products, Inc., as the wholly-owned subsidiary of the Surviving Corporation, who would be entitled to vote and who dissent from the merger pursuant to the FBCA may be entitled to be paid the fair value of their shares if they comply with the provisions of the FBCA regarding appraisal rights.

**ARTICLE IV**  
**EFFECTIVE DATE**

The merger of Astral Products, Inc. with and into the Surviving Corporation shall become effective as of the date these Articles and Plan of Merger are filed with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned, constituting the duly authorized officers of the Constituent Corporations, have executed these Articles and Plan of Merger on behalf of each of the Constituent Corporations.

TBK, INC.,  
a Florida corporation

By 

Print: PILAR TEDGES

Its: SECRETARY - TREASURER  
DIRECTOR

ASTRAL PRODUCTS, INC.,  
a Florida corporation

By 

Print: PEDRO BALLUGET

Its: PRESIDENT  
DIRECTOR