

797000015415

Requester's Name  
Sender's Name Lytle Robinson Phone 601 366-9714  
Company PHELPS DUNBAR  
Address 200 S LAMAR ST STE 500  
City JACKSON State MS ZIP 39201

700003521907--3  
-01/03/01--01049--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

700003521907--3  
-01/22/01--01025--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
01 JAN -3 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☒ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 10, 2001

LYLE ROBINSON  
PHELPS DUNBAR  
200 S LAMAR ST., SUITE 500  
JACKSON, MS 39201

SUBJECT: UNIDES A U.S.A., INC.  
Ref. Number: P97000015415

We have received your document for UNIDES A U.S.A., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 487-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 701A00001325

**PHELPS DUNBAR** LLP  
— COUNSELORS AT LAW —

Canal Place  
365 Canal Street • Suite 2000  
New Orleans, Louisiana 70130-6534  
(504) 566-1311  
Fax (504) 568-9130

City Plaza • Suite 701  
445 North Boulevard  
P. O. Box 4412  
Baton Rouge, Louisiana 70821-4412  
(225) 346-0285  
Fax (225) 381-9197

**B. LYLE ROBINSON**  
Admitted in Mississippi  
Direct (601) 360-9714  
robinso1@phelps.com

SkyTel Centre • Suite 500  
200 South Lamar Street  
Jackson, Mississippi 39201  
P. O. Box 23066  
Jackson, Mississippi 39225-3066  
(601) 352-2300  
Fax (601) 360-9777

www.phelpsdunbar.com  
January 17, 2001

One Mississippi Plaza • Seventh Floor  
P. O. Box 1220  
Tupelo, Mississippi 38802-1220  
(662) 842-7907  
Fax (662) 842-3873

Suite 900  
3040 Post Oak Boulevard  
Houston, Texas 77056  
(713) 626-1386  
Fax (713) 626-1388

Lloyd's • Suite 731  
1 Lime Street  
London EC3M 7DQ England  
011-44-207-929-4765  
Fax 011-44-207-929-0046  
11899.1

Florida Department of State  
Corporate Division  
Attn: Teresa Brown  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: UNIDESA U.S.A., INC. Merger Filing

Dear Ms. Brown:

We have received your letter dated January 10, 2001, regarding the filing of the Articles of Merger for UNIDESA U.S.A., Inc. It is my understanding from your letter that there is an additional \$35.00 owed in order to effectuate the merger.

Enclosed please find a check in the amount \$35.00 to cover the filing fee. Additionally, please find the original Articles of Merger, a Plan and Agreement of Merger, along with a copy of both.

I have spoken with your office today and it is my understanding that once you have received and processed this additional information, you will be able to give effect to the merger of UNIDESA U.S.A., Inc. It is also my understanding that the effective date will be January 3, 2001, the date stated in the Articles of Merger. This is important because UNIDESA U.S.A., Inc., is merging with an entity from another state in which Articles of Merger of that state have already been filed with an effective date of January 3, 2001.

If there are any problems with this filing, or if you should have any questions, please feel free to contact me.

Sincerely,

PHELPS DUNBAR LLP

  
B. Lyle Robinson

BLR:sn  
Enclosures

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

UNIDES A U.S.A., INC., a Florida entity, P97000015415

INTO

**UNIDES A U.S.A., INC.,** corporation not qualified in Florida.

File date: January 3, 2001

Corporate Specialist: Teresa Brown

**(Profit Corporations)**

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

### Jurisdiction

MISSISSIPPI

### Jurisdiction

Florida

(Attach additional sheets if necessary)

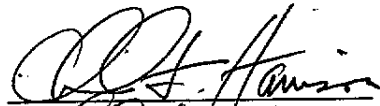
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

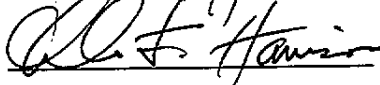
Typed or Printed Name of Individual & Title

UNIDESA U.S.A., INC.



Charles F. Harrison

UNIDESA U.S.A., INC.



Charles F. Harrison

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**PLAN AND AGREEMENT OF MERGER  
OF  
UNIDESA U.S.A., INC. (FL)  
INTO  
UNIDESA U.S.A., INC. (MS)**

This Plan and Agreement of Merger ("Plan") is entered into by and between **UNIDESA U.S.A., INC. (FL)** ("FL") and **UNIDESA U.S.A., INC. (MS)** ("MS"), this the \_\_\_\_ day of \_\_\_\_\_ 2000.

**W I T N E S S E T H:**

**WHEREAS**, FL is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on the 18th day of February 1997; and MS is a corporation duly organized and existing under the laws of the State of Mississippi, having been incorporated on the 26th day of July 1995;

**WHEREAS**, the authorized capital stock of FL consists of One Thousand (1,000) shares of common stock, having \$.01 par value per share, of which Five Hundred (500) shares are outstanding;

**WHEREAS**, the authorized capital stock of MS consists of One Thousand (1,000) shares of common stock, having no par value, of which One Thousand (1,000) shares are outstanding.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the States of Mississippi and Florida, that FL shall be merged into MS, a Mississippi corporation which is not a new corporation, which shall continue its corporate existence and which shall be the corporation surviving the Merger. The terms and conditions of the Merger Agreement (hereinafter

called the "Merger") hereby agreed upon which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

## **ARTICLE I**

### **Effective Date**

At the Effective Date of the Merger, the separate existence of FL shall cease and FL shall be merged into MS (the "Surviving Corporation"). Consummation of this Plan shall be effective on December 31, 2000, after the filing of the Articles of Merger with the Secretary of State in Mississippi and Florida in accordance with the laws of the State of Mississippi and the State of Florida ("Effective Date").

## **ARTICLE II**

### **Governing Law; Certificate of Incorporation**

The laws which are to govern MS after the Merger are the laws of the State of Mississippi. The Articles of Incorporation of MS at the Effective Date of the Merger shall remain in full force and effect with the same force and effect as prior to the Merger and shall be the Articles of Incorporation of the Surviving Corporation until it shall be amended or altered in accordance with the provisions thereof.

## **ARTICLE III**

### **Bylaws**

The Bylaws of MS at the Effective Date of the Merger shall be the bylaws of the Surviving Corporation, until such Bylaws shall be altered or amended in accordance with the provisions thereof.



## **ARTICLE IV**

### **Directors and Officers**

The Director of the Surviving Corporation shall be: Manuel Lao Hernandez. Subject to the authority of the Board of Directors as provided by the Bylaws of the Surviving Corporation, the officers of the Surviving Corporation at the Effective Date of the Merger shall be:

Manuel Lao Hernandez	President
Eduardo Antoja Giralt	Vice President
Charles F. Harrison	Secretary

## **ARTICLE V**

### **Terms of Exchange**

The terms of exchange at the Effective Date of the Merger are as follows:

(A) The manner and basis of converting the shares of stock of MS and FL into shares of stock of the Surviving Corporation is as follows:

(i) The Shareholders of MS shall retain the same number of shares in the Surviving Corporation;

(ii) All of the outstanding common stock of FL and all rights in effect thereof shall be cancelled on the Effective Date of the Merger, and the certificates representing such shares shall be surrendered and cancelled.

(B) No cash or other consideration shall be paid or delivered upon surrender of the common stock to the Shareholders of MS or FL.

(C) The ownership interest of each Corporation before the Effective Date is as follows:

**UNIDESA U.S.A., INC. (FL)**

Universal de Desarrollos Electronicos, S.A.	500 shares
---	------------

**UNIDESA U.S.A., INC. (MS)**

Universal de Desarrollos Electronicos, S.A.	1,000 shares
---	--------------

(D) Ownership interest of the Surviving Corporation after the Merger shall be as follows:

**UNIDESA U.S.A., INC. (MS)**

Universal de Desarrollos Electronicos, S.A.	1,000 shares
---	--------------

TOTAL SHARES	1,000 shares
--------------	--------------

## **ARTICLE VI**

### **Effect of the Merger**

At the Effective Date of the Merger, the Surviving Corporation shall succeed to, without necessity of other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, and be subject to all the restrictions, disabilities and duties of each of the merged Corporations. The assets and liabilities of the Corporations will be set forth in writing and certified to by the officers and Shareholders of each Corporation. All property, real, personal and mixed, tangible and intangible, and wherever located, and all debts due any of the merged Corporations on whatever account shall be vested in the Surviving Corporation. Title to any real estate vested by deed or otherwise in any of the merged Corporations shall not be impaired and shall become the property of the Surviving Corporation without the necessity of any further transfer. All rights of

creditors and all liens upon any property of any of the merged Corporations shall be preserved unimpaired, limited to the property effected by such liens at the Effective Date of the Merger. All debts, liabilities, and duties of any of the merged Corporations may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

## **ARTICLE VII**

### **Approval of Shareholders: Filing of Articles of Merger**

This Plan and Agreement of Merger shall be submitted to the Shareholders of each of the Corporations as provided by Sections 79-4-11.01 and 79-4-11.03 of the Mississippi Code of 1972 and Florida Statute Sections 607.1101 and 607.1103. After adoption and approval and subject to the conditions contained in this Plan, Articles of Merger shall be signed, verified and delivered to the Secretary of State of Mississippi, as provided by Section 79-4-11.05 of the Mississippi Code of 1972, as amended, and shall be signed, verified, and delivered to the Secretary of State of Florida, as provided, by Florida Statute Section 607.1105.

## **ARTICLE VIII**

### **Accounting Matters**

The assets and liabilities of the Corporations at the Effective Date of the Merger shall be transferred to the books of the Surviving Corporation. The surplus of the Surviving Corporation, after the Merger, including any surplus arising in the Merger, shall be available to be used for any legal purposes for which surplus may be used. The Plan is intended to qualify as a Merger under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE IX**

### **Termination and Abandonment**

This Plan may be terminated and the transactions provided for thereby may be abandoned at any time before or after approval thereof by the Shareholders of any of the merged Corporations, and notwithstanding approval thereof by the Shareholders of said Corporations, but not later than the Effective Date except as provided in Article XI.

## **ARTICLE X**

### **Expenses**

Each of the Corporations will pay their respective expenses, if any, incurred in connection with the Plan of Merger.

## **ARTICLE XI**

### **Miscellaneous**

A. All representations, warranties, indemnifications and agreements hereunder shall survive this Merger indefinitely and shall be binding upon the parties, their heirs, successors and assigns.

B. Any party hereto can require specific performance of any of the terms and conditions of this Plan of Merger.

C. This Agreement shall be binding upon and inure to the benefit of the Corporations and their successors and assigns.

D. This Plan of Merger sets forth the entire understanding of the parties with respect to the subject matter herein, it supersedes any and all previous communications, understandings, oral or written, and cannot be amended or changed except in writing, signed by the parties.

**IN WITNESS WHEREOF**, the Corporations, pursuant to the approval and authority duly given by resolutions adopted by the respective Board of Directors and Shareholders, have caused this Plan of Merger to be executed by the President and attested by the Secretary of each party hereto.

**UNIDESA U.S.A., INC. (FL)**

By: \_\_\_\_\_  
Manuel Lao Hernandez, President

By: \_\_\_\_\_  
Charles F. Harrison, Secretary

**Shareholder:**

**UNIVERSAL DE DESARROLLOS ELECTRONICOS, S.A.**

By: \_\_\_\_\_  
\_\_\_\_\_

**UNIDESA U.S.A., INC. (MS)**

By: \_\_\_\_\_  
Manuel Lao Hernandez, President

By: \_\_\_\_\_  
Charles F. Harrison, Secretary

**Shareholder:**

**UNIVERSAL DE DESARROLLOS ELECTRONICOS, S.A.**

By: \_\_\_\_\_  
\_\_\_\_\_