

P97000068560

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GLOBAL STRATEGIES ENTERPRISES CORPORATION

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CLEARANCE CORPORATION, a Florida Corporation, document number
P93000078264

INTO

GLOBAL STRATEGIES ENTERPRISES CORPORATION, a Florida entity,
P97000068560

File date: December 30, 1999

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER OF
CLEARANCE CORPORATION
(a Florida corporation)
INTO
GLOBAL STRATEGIES ENTERPRISES CORPORATION
(a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

.1 Merger. CLEARANCE CORPORATION, a Florida corporation bearing Document #P93000078264 ("Acquisition") shall be merged (the "Merger") with and into GLOBAL STRATEGIES ENTERPRISES CORPORATION, a Florida corporation bearing Document #P97000068560 ("GSEC"). GSEC and Acquisition are sometimes hereinafter collectively referred to as the "Constituent Corporations." GSEC shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

.2 Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of GSEC, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

.3 Succession. On the Effective Date, GSEC shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

.4 Conversion of Shares. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, every two shares of capital stock of Acquisition issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation.

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SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

THIRD: The Plan of Merger was adopted by the board of directors and stockholders of GSEC on the 29th day of December, 1999, and by the board of directors and stockholders of Acquisition on the 29th day of December, 1999.

Signed this 29th day of December, 1999.

**GLOBAL STRATEGIES ENTERPRISES
CORPORATION, a Florida corporation**

**CLEARANCE CORPORATION,
a Florida corporation**

Fernando Alfonso, Director

Fernando Alfonso, Director

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