

P97000070032

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG 14 PM 3:23

mergers
hfs
8-14-03



Continental Express

Miami, July 28, 2003.

Florida Department of State
Division of Corporations
200 East Gaines Street
Tallahassee, Florida 32314
Attention: Mrs. Pamela Smith

**Re: Merger of Continental Express Holdings, Corp. and Conex Trade
Financial Network, Corp.**

Dear Mrs. Smith,

In compliance with your instructions, for which we thank you, please find enclosed our corrected check in the amount of \$ 35.00, our Plan of Merger section fourth reflecting that all outstanding shares, assets and liabilities of the ConEx Trade & Financial Network, Corp. have been converted into the surviving entity Continental Express Holdings, Corp. We have also corrected the articles and plan of merger and our Articles of Merger.

Trust we will find all documents in order so we may finally conclude this merger and proceed with our business objectives.

Thank you so much for your guidance and assistance.

Cordially yours,


Delmo De Moura
Managing Director

Continental Express Holdings, Corp.

2100 Ponce de Leon Blvd. Suite 111
Coral Gables, FL 33134
Tel: (305) 444-4527 Fax: (305) 444-4572
www.continentalexpress.com
email: delmo@continentalexpress.com



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 22, 2003

CONTINENTAL EXPRESS HOLDINGS, CORP.
ATTN: DELMO DE MOURA
2100 PONCE DE LEON BLVD LOBBY SUITE #111
CORAL GABLES, FL 33124

SUBJECT: CONTINENTAL EXPRESS HOLDINGS, CORP.
Ref. Number: P97000070032

We have received your document for CONTINENTAL EXPRESS HOLDINGS, CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to delete reference to Articles of Organization instead of Articles of Incorporation. Also, please correct the statute in your document.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 603A00038287



Continental Express

Miami, August 07, 2003.

Florida Department of State
Division of Corporations
200 East Gaines Street
Tallahassee, Florida 32314

Attention; Mrs. Louise Jackson

**Re: Merger of Continental Express Holdings, Corp. and Conex Trade
Financial Network, Corp.**

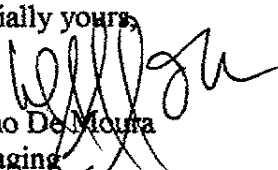
Dear Louise,

In compliance with your instructions, for which we thank you, please find enclosed our Articles of Merger and Plan of Merger reflecting the manner in which the shares of ConEx Trade & Financial Network have been converted into the surviving entity and that all outstanding assets and liabilities of the ConEx Trade & Financial Network, Corp. have also been converted into the surviving entity Continental Express Holdings, Corp.

Trust we will find all documents in order so we may finally conclude this merger and proceed with our business objectives.

Thank you kindly for your guidance and assistance.

Cordially yours,


Delmo De Moura
Managing
Director

Continental Express Holdings, Corp.

2100 Ponce de Leon Blvd. Suite 111
Coral Gables, FL 33134
Tel: (305) 444-4527 Fax: (305) 444-4572
www.continentalexpress.com
email: delmo@continentalexpress.com

ARTICLES OF MERGER
(Profit Corporations)

2003 AUG 14 PM 3:23

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CONTINENTAL EXPRESS HOLDINGS, CORP.	FLORIDA	P97000070032

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COEX TRAD & FINANCIAL NETWORK, CORP.	FLORIDA	P01000016117

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 06/11/03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____

06/11/03 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 06/11/03

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____

_____ and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

CONTINENTAL EXPRESS AIRLINES. Wells Fargo
CNET TRADE & FINANCIAL NETWORK

DELMO DE MOURA, PRESIDENTE
IVONEA MOURA, PRESIDENTE

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

CONTINENTAL EXPRESS HOLDINGS CORP. FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

CONEX TRAIL & FINANCIAL NETWORK FLORIDA

Third: The terms and conditions of the merger are as follows:

ALL ASSETS AND LIABILITIES OF CONEX TRAIL & FINANCIAL NETWORK HAVE BEEN CONVERTED INTO THE SURVIVING ENTITY CONTINENTAL EXPRESS HOLDINGS, CORP.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

CONEX TRAPE & FINANCIAL NETWORK, CORP IS
OUTSTANDING AND AUTHORIZED 7,500 SHARES OF
COMMON STOCK WITH PAR VALUE OF \$ 1.00 DOLLAR
PER SHARE PLUS ANY ADDITIONAL PAID UP
CAPITAL HAVE BEEN CONVERTED IN WHOLE
INTO THE SHARES AND CAPITAL STOCK OF
THE SURVIVING CORPORATION CONTINENTAL
EXPRESS HOLDINGS AND SHALL THEREUPON
BECOME AND DEEMED FOR ALL CORPORATE
PURPOSES TO EVIDENCE OWNERSHIP OF THE
SAME NUMBERS OF FULLY PAID AND
NONASSESSABLE SHARES OF THE SURVIVING
CORPORATION

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

NONE