

P 970000070059

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NASSA TWO, Inc

400003511834--4
-12/22/00-01077-009
*****78.50 *****78.50

400003511834--4
-12/22/00-01077-009
*****78.75 *****78.75

FILED
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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Art of Inc. File
LTD Partnership File
Foreign Corp. File
L.C. File
Fictitious Name File
Trade/Service Mark
✓ Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
✓ Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier

Merger
12-26-00
PMS

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

LAW OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

December 21, 2000

HAND DELIVERED

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Merger of Mariner's Delight, Ltd. into Nassa Two, Inc. (the "Merger")

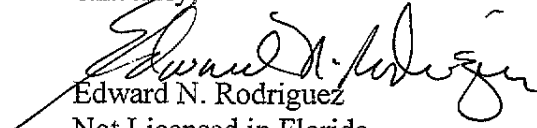
Ladies and Gentlemen:

Please file the enclosed documents to effect the merger, pursuant to Section 607.1105 of the Florida Business Corporation Act, of Mariner's Delight, Ltd., a British Virgin Islands corporation ("Mariner's Delight"), with and into Nassa Two, Inc., a Florida corporation ("Nassa Two"):

1. Articles of Merger of Mariner's Delight, Ltd. into Nassa Two, Inc. (2 copies)
2. Check for \$78.75 for the filing fees and certified copy of the articles of merger.

Please provide me with a certified copy of the articles of merger. If you have any questions, please contact me.

Sincerely,


Edward N. Rodriguez
Not Licensed in Florida

Enclosures

cc: Nassa Two, Inc. (w/o enclosures)

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARINER'S DELIGHT, LTD., a British Virgin Islands company not qualified in
Florida

INTO

NASSA TWO, INC., a Florida entity, P97000070059

File date: December 22, 2000

Corporate Specialist: Doug Spittler

**ARTICLES OF MERGER
OF
MARINER'S DELIGHT, LTD.,
A BRITISH VIRGIN ISLANDS COMPANY,
INTO
NASSA TWO, INC.,
A FLORIDA CORPORATION**

FILED

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 and 607.11101 of the Florida Business Corporation Act, Mariner's Delight, Ltd., a British Virgin Islands corporation ("Mariner's Delight"), and Nassa Two, Inc., a Florida corporation ("Nassa Two"), hereby adopt the following Articles of Merger for the purpose of merging Mariner's Delight into Nassa Two (the "Merger"):

FIRST: Plan of Merger:

1. The name of the merging company is Mariner's Delight, Ltd., a British Virgin Islands corporation, and the name of the surviving corporation is Nassa Two, Inc., a Florida corporation.
2. On the date hereof, there are 200 shares, par value \$1.00 per share, of Mariner's Delight (the "Mariner's Delight Shares") issued and outstanding. Upon the effectiveness of the Merger, each Mariner's Delight Share shall be converted into one share of common stock, par value \$.01 per share, of Nassa Two. The articles of incorporation of Nassa Two shall be the articles of incorporation of the surviving corporation.
3. The Merger shall be effected by the filing of articles of merger with the Florida Department of State (the "Articles of Merger") and the filing of a certified copy of the Articles of Merger with the Registrar of International Business Companies in the British Virgin Islands.
4. The effective date of the Merger shall be the date of filing of the Articles of Merger with the Florida Department of State.

SECOND: The sole member and the sole director of Mariner's Delight adopted the plan of merger on December 1, 2000.

THIRD: The sole director of Nassa Two adopted the plan of merger on December 1, 2000. The approval of the shareholders of Nassa Two was not required.

FOURTH: The effective date of the Merger shall be the date of filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, Mariner's Delight, Ltd., and Nassa Two, Inc., have caused these Articles of Merger to be executed in their respective names and on their behalf by their respective authorized persons on December 1, 2000.

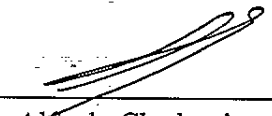
MARINER'S DELIGHT, LTD.,
a British Virgin Islands corporation

By: _____


Alfredo Chedraui,
Director

NASSA TWO, INC.,
a Florida corporation

By: _____


Alfredo Chedraui,
President