

JUN-01-98 08:40AM

FROM AKERMAN SENTERFITT & EIDSON

374-5095

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6/01/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: ANGELICA MARIA CALABRESE
PHONE: (305) 374-5600

ACCT#: 075471001363

FAX #: (305) 374-5095

NAME: TRADE POWER SERVICE, INC.

AUDIT NUMBER.....H98000010148

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS...1

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

6-2-98

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENVIOS URGENTES COURIER SERVICE, INC., a Texas corporation not
qualified in the State of Florida

URGENTE EXPRESS, INC., a Florida corporation, L10225

INTO

TRADE POWER SERVICE, INC., a Florida corporation, P98000014244

File date: June 1, 1998

Corporate Specialist: Darlene Connell

JUN-01-98 04:32PM FROM-AKERMANTENTERFITT

305-374-5095

T-985 P.01/06 F-160

6/01/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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9:08 AM

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: ANGELICA MARIA CALABRESE
PHONE: (305)374-5600

ACCT#: 075471001363

FAX #: (305)374-5095

NAME: TRADE POWER SERVICE, INC.

AUDIT NUMBER.....H98000010148

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

TRADE POWER SERVICE, INC.
C/O LISA A. LANDY, ESQ.
ONE SE 3RD AVENUE 28TH FLOOR
MIAMI, FL 33131

SUBJECT: TRADE POWER SERVICE, INC.
REF: P98000014244

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not suitable for imaging. Please add Exhibit "A" to the plan of merger as referenced in the Articles of Merger.

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) 487-6906.

→ Darlene Connell
Corporate Specialist

FAX Aud. #: H98000010148
Letter Number: 698A00030685

H98000010148

ARTICLES OF MERGER
OF
ENVIOS URGENTES COURIER SERVICE, INC.
(a Texas corporation)

URGENTE EXPRESS, INC.
(a Florida corporation)

with and into

TRADE POWER SERVICE, INC.
(a Florida corporation)

FILED
98 JUN -1 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") and Articles 5.04 and 10.01 of the Texas Business Corporation Act, Envios Urgentes Courier Service, Inc., a Texas corporation ("Envios") and Urgente Express, Inc., a Florida corporation ("Urgente") and Trade Power Service, Inc., a Florida corporation (the "Surviving Corporation") hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Envios, Urgentes and the Surviving Corporation. The Surviving Corporation is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. The Plan of Merger was approved by the sole Director and Shareholder of each corporation on March 12, 1998.
4. The effective date and time of the Merger shall be the date and time of filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Sections 607.1105 and 607.1106 of the Act.

Prepared by:
Lisa A. Landy, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, FL 33131
(305) 374 5600
Florida Bar No. 773123
MIA-225732-1
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5. An executed plan of merger is on file at the principal place of business of the Surviving Corporation, whose address is: 2661 N.W. 79th Avenue, Miami, FL 33122.
6. A copy of the plan of merger will be furnished by the Surviving Entity, on written request and without cost, to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed this 1 day of May, 1998.

URGENTE EXPRESS, INC.

By: *Rogelio Cervantes*
Name: ROGELIO CERVANTES
Title: PRESIDENT

ENVIOS URGENTES COURIER SERVICE, INC.

By: *Rogelio Cervantes*
Name: ROGELIO CERVANTES
Title: PRESIDENT

TRADE POWER SERVICE, INC.

By: *Rogelio Cervantes*
Name: ROGELIO CERVANTES
Title: PRESIDENT

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EXHIBIT "A"
PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of May 1, 1998 among Envios Urgentes Courier Service, Inc., a Texas corporation ("Envios"), Urgente Express Inc., a Florida corporation ("Urgente"), and Trade Power Service, Inc., a Florida corporation (the "Company").

RECITALS

The boards of directors and sole shareholder of Envios, Urgente and the Company have determined that it is advisable and in the best interests of each such corporation that Envios and Urgente be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Envios and Urgente shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "FBCA") and the Business Corporation Act of Texas, and the separate existence of Envios and Urgente shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

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ARTICLE III**Manner and Basis of Converting Shares**

A. At the Effective Time, each 100 shares of common stock of Envios, \$1.00 par value per share, which shall be issued and outstanding (other than shares of Company common stock held in treasury) shall, by virtue of the Merger, be automatically converted into one share of Company common stock.

B. At the Effective Time, each share of common stock of Urgente, par value \$10.00 per share, which shall be issued and outstanding (other than shares of Urgente common stock held in treasury) shall, by virtue of the Merger, be automatically converted into 10 shares of Company common stock.

C. At the Effective Time, each share of Envios and Urgente held in treasury shall be canceled and extinguished without any conversion thereof.

D. Company common stock shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Company, Urgente and Envios shall vest in the Surviving Corporation, and all liabilities and obligations of the Company, Urgente and Envios shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V**Effective Time**

As used in this Agreement, the term, "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

ENVIOS URGENTES COURIER SERVICE, INC.

By: 

Name: ROGELIO CERVANTES

Title: PRESIDENT

[Executions continue on following page]

JUN-02-98 11:13AM FROM-AKERMANTERFITT

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[Executions continued from prior page]

URGENTE EXPRESS, INC.

By: *Ramirez*
Name: ROGERIO CERVANTES
Title: PRESIDENT

TRADE POWER SERVICE, INC.

By: *Ramirez*
Name: ROGERIO CERVANTES
Title: PRESIDENT