

CCRS  
103 N. ...  
TALLAHASSEE, FL ...  
222-117

# P980000027235

FILED  
01 JUL 27 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 7-27-01

REF. #: 0173 EFFECTIVE DATE: 8/1/01

CORP. NAME: CLARION LATIN AMERICAN CORPORATION  
MERGING INTO: CLARION CORPORATION OF AMERICA

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3

*Merger*

OTHER: \_\_\_\_\_  
800004501948--8  
-07/27/01--01012--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

STATE FEES PREPAID WITH CHECK# 15908 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY

Examiner's Initials

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUL 27 AM 11:02  
NOT INTENDED TO ACKNOWLEDGE RECEIPT OF FILING

*10/1/01*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CLARION LATIN AMERICA CORPORATION, a Florida corporation  
P98000027235

INTO

**CLARION CORPORATION OF AMERICA**, entity not qualified in Florida.

File date: July 27, 2001, effective August 1, 2001

Corporate Specialist: Annette Ramsey

81101

**ARTICLES OF MERGER**  
**OF**  
**CLARION LATIN AMERICA CORPORATION**  
**a Florida corporation**  
**with**  
**CLARION CORPORATION OF AMERICA**  
**a California corporation**

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Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. CLARION CORPORATION OF AMERICA (hereinafter called the "Parent") is a California corporation. The Parent is not qualified to transact business in the State of Florida.
2. The Parent owns one hundred percent (100%) of the outstanding shares of the capital stock of CLARION LATIN AMERICA CORPORATION, a Florida corporation (hereinafter called the "Subsidiary").
3. The Board of Directors of the Parent determined to merge the Subsidiary with and into itself and duly adopted and approved the following plan of merger and the terms and conditions thereof by unanimous written consent of the Board of Directors of the Parent dated as of July 24, 2001:  
  
Clarion Corporation of America ("Parent") and Clarion Latin America Corporation ("Subsidiary") are parties to this Plan of Merger.
  - a. Parent is a business corporation of the State of California.
  - b. Parent owns 100% of the outstanding shares of Subsidiary, a business corporation of the State of Florida.

c. The General Corporation Law of California permits the merger of a business corporation of the State of California with a business corporation of another jurisdiction.

d. The Business Corporation Act of Florida permits a merger of a business corporation of another jurisdiction with a business corporation of the State of Florida.

e. Subsidiary shall be merged with and into Parent, with Parent as the surviving corporation, and Parent shall assume all of the obligations of the Subsidiary.

f. Parent from and after the effective time of the merger shall continue to exist as said Parent under its present name pursuant to the provisions of the General Corporation Law of the State of California. The separate existence of the Subsidiary shall cease at said effective time in accordance with the provisions of the Business Corporation Act of the State of Florida.

g. The shares of the Parent outstanding on the effective date of the merger shall not be changed or converted as a result of the merger, but shall remain outstanding shares as shares of the Parent and the outstanding shares of the Subsidiary shall be cancelled, and no shares of the Parent shall be issued in exchange for them.

4. Pursuant to Section 607.1104, Florida Statutes, the approval of the shareholders of the Parent or the Subsidiary was not required.

5. The effective date of the above described merger shall be August 1, 2001.

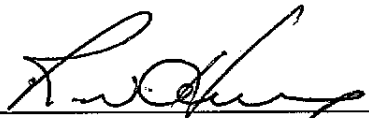
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of

CLARION CORPORATION OF AMERICA by their duly authorized officers as of the 25th  
day of July, 2001.

CLARION CORPORATION OF AMERICA

By:   
Its: President

ATTEST:

By:   
Its: Secretary

ACKNOWLEDGMENT

STATE OF CALIFORNIA )  
COUNTY OF Los Angeles ) ss:

On 7-23-01, before me, Marissa Cruz, Notary Public,  
personally appeared Kohei Matsuda and R.W. Hendley ~~personally known to~~  
~~me~~ or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is/are~~  
subscribed to the within instrument and acknowledged to me that ~~he/she~~ they executed the same  
in ~~his/her~~ their authorized capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Marissa Cruz  
Signature of Notary

