

P98000040007

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Echo International, Inc.

Exquisite Jewelry Imports, Inc.

400003402354--5

-09/25/00--01045--015
*****35.00 *****35.00

400003402354--5

-09/25/00--01045--016
*****35.00 *****35.00

FILED
00 SEP 27 PM 2:11
SECRETARY OF STATE
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 _____

RECEIVED
00 SEP 25 AM 10:46
DIVISION OF CORPORATION

Q. COULLIETTE SEP 27 2000

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 25, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: ECHO INTERNATIONAL, INC.
Ref. Number: P98000040007

We have received your document for ECHO INTERNATIONAL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 100A00050293

Corrected

RECEIVED
00 SEP 27 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EXQUISITE JEWELRY IMPORTS, INC., a Florida corporation, P95000087466

INTO

ECHO INTERNATIONAL, INC., a Florida entity, P98000040007.

File date: September 27, 2000

Corporate Specialist: Cheryl Coulliette

FILED
00 SEP 27 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

To: Florida Department of State
Tallahassee, Florida 32314

Date paid: _____
Filing Fee \$ _____

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging the two corporations.

1. The names of the corporations which are parties to the within merger are Echo International, Inc., the surviving corporation and Exquisite Jewelry Imports, Inc., the absorbed corporation.
2. On August 28, 2000, the following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act Section 607.1101.
3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares	Designation of Class	Number of Shares Issued
Echo International, Inc.	7500	Common Stock	100
Exquisite Jewelry Imports, Inc.	7500	Common Stock	200

4. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 common stock of the absorbed corporation of issued and outstanding stock on the effective date of the merger shall be converted into 325 shares of the \$1.00 common stock of Echo, the surviving corporations, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent in the manner that the surviving corporation shall legally require

on the receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

(d) Each shareholder of the surviving corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the surviving corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the surviving corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the surviving corporation may issue or sell which is convertible into or exchangeable for any stock of the surviving corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the surviving corporation any shares of its stock of any class or classes.

5. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are so follows:

Name of Corp- oration	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
Echo International, Inc.	100	0	Common	100	0

Exquisite
Jewelry
Imports, Inc.

200

0

Common 200

0

Dated this 28th day of August, 2000.

Echo International, Inc.

By: 

Gerald Rathkolb

Its: President

Exquisite Jewelry Imports, Inc.

By: 

Belinda Rathkolb Coe

Its: President