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MERGER OR SHARE EXCHANGE

MUSA HOLDINGS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EYEGLOSS WORLD EXPRESS "A", INC., a Florida corporation, document
number P98000027492

INTO

MUSA HOLDINGS, INC., a Florida entity, P98000067894

File date: November 14, 2001

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
(Plan of Merger Attached)

of

EYEGLOSS WORLD EXPRESS "A", INC., a Florida corporation

with and into

MUSA HOLDINGS, INC., a Florida corporation

Pursuant to the applicable provisions of Sections 607.1101-607.1105 of the Florida Business Corporation Act ("Florida Act"), each of Eyeglass World Express "A", Inc., a Florida corporation (the "Merging Corporation") and pursuant to the applicable provisions of Sections 607.1101-607.1105 of the Florida Act, Musa Holdings Inc., a Florida corporation (the "Surviving Corporation") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. Eyeglass World Express "A", Inc., 3801 S. Congress Avenue, Lake Worth, FL 33461; FEI Number: 65-0830270; Florida Document Number: P98000027492.
2. Musa Holdings, Inc., 3801 S. Congress Avenue, Lake Worth, FL 33461; FEI Number: 65-0861735; Florida Document Number: P98000067894.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 607.1105 of the Florida Act, and (ii) the Surviving Corporation in accordance with Section 607.1105 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.
4. The Plan was (i) recommended by the Board of Directors, and, pursuant to Section 607.0704, unanimously approved and adopted by written consent of the shareholders of the Merging Corporation on November 13, 2001, and (ii) recommended by the Board of Directors, and, pursuant to Section 607.0704, unanimously approved and adopted by written consent of the shareholders of the Surviving Corporation on November 13, 2001.
5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
6. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 3801 S. Congress Avenue, Lake Worth, FL 33461.

Prepared by: Gregory A. McLaughlin, Esq.
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Tripp Scott, PA
PO Box 14245
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7. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.
8. The Merger is not prohibited by any regulation or the Articles of Incorporation of the Surviving Corporation.
9. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 13th day of November, 2001 by each of their duly authorized representatives.

**EYEGLOSS WORLD EXPRESS "A", INC., as
the Merging Corporation**

By: 

Marc' Andrea Musa
President

**MUSA HOLDINGS, INC., as the Surviving
Corporation**

By: 

Marco Musa
President

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EXHIBIT "A"

Plan of Merger

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AGREEMENT AND PLAN OF MERGER
OF
EYEGLOSS WORLD EXPRESS "A", INC.
WITH AND INTO
MUSA HOLDINGS, INC.

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") entered into this 13th day of November, 2001 by and between EYEGLOSS WORLD EXPRESS "A", INC., a Florida corporation (the "Merging Corporation"), and MUSA HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), as approved by the Board of Directors and Shareholders of said corporations:

RECITALS:

- A. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida.
- B. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.
- C. The Directors of the Merging Corporation and the Surviving Corporation believe that the merger of the Merging Corporation into the Surviving Corporation would be advantageous and beneficial to the respective shareholders, employees and customers of those companies.
- D. The Merging Corporation and the Surviving Corporation have agreed that the Merging Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Merging Corporation and the Surviving Corporation, the constituent corporations to this Agreement and Plan, agree as follows:

- 1. Recitals. All of the foregoing recitals are true and correct.
- 2. Merger. Eyeglass World Express "A", Inc., which is a corporation incorporated in the State of Florida, shall be merged with and into Musa Holdings, Inc., which is a corporation incorporated in the State of Florida. The laws of the jurisdiction of incorporation of the Merging Corporation and the laws of the jurisdiction of the Surviving Corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.
- 3. Articles of Merger. Upon the approval of this Agreement and Plan, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act (the "Florida Act") shall be duly executed by the appropriate officers of the Merging Corporation and the Surviving Corporation, and shall be filed with the Florida Department of State.

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4. Surviving Corporation. The Surviving Corporation shall continue in its existence under the name "Musa Holdings, Inc." pursuant to the provisions of the Florida Act.

5. Merging Corporation. The separate existence of the Merging Corporation shall cease upon the effective date of the merger in accordance with the laws of the State of Florida.

6. Capitalization. The Surviving Corporation has capitalization of 30,000,000 shares of \$.01 par value, common stock of which 3,000,000 shares are issued and entitled to vote on the merger. The Merging Corporation has capitalization of 30,000,000 shares of \$1.00 par value, common stock of which 1,040,816 shares are issued and entitled to vote.

7. Shares of the Surviving Corporation. Each issued share of the Merging Corporation shall, upon the effective date of the merger, be converted into one share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

8. Cancellation of Shares of the Merging Corporation. All issued and outstanding common shares of the Merging Corporation, and all rights and respect thereof, shall be canceled as of the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.

9. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation now in force and effect, shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

10. Bylaws. The Bylaws of the Surviving Corporation upon the effective date of the merger shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

11. Directors and Officers. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom hold their directorships and offices until the election, choice and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws, as amended, of the Surviving Corporation.

12. Approval. The agreement contemplated by this Agreement and Plan has previously been submitted to and approved by the Board of Directors and Shareholders of the Merging Corporation and the Surviving Corporation. Subsequent to the execution of this Agreement and Plan by the appropriate officers of the Merging Corporation and the Surviving Corporation, the proper officers of both corporations shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the State of Florida, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

13. Effective Date of Merger. The effective date of the Merger will be the date the date on which the Articles of Merger are filed with the Florida Department of State.

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