



THE UNITED STATES
CORPORATION
COMPANY

P980000 78949

ACCOUNT NO. : 072100000032

REFERENCE : 065641 81631A

AUTHORIZATION

COST LIMIT : \$ 78.75

Patricia Piquet

ORDER DATE : December 15, 1998

ORDER TIME : 1:39 PM

ORDER NO. : 065641-005

800002713488--3

CUSTOMER NO: 81631A

CUSTOMER: Vincent E. Damian, Esq
Salomon Kanner Damian &
2550 Brickell Bayview Center
80 South West 8th Street
Miami, FL 33130

ARTICLES OF MERGER

BANER CRYSTAL, INC.

INTO

BANER CRYSTAL, INC.

EFFECTIVE DATE

12-31-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
98 DEC 15 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 15 PM 1:59

TLA

DEC 7 5 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

BANER CRYSTAL, INC., a Texas corporation not authorized to transact
business in Florida

INTO

BANER CRYSTAL, INC., a Florida corporation, P98000078949

File date: December 15, 1998, effective December 31, 1998

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 78.75

PLAN AND ARTICLES OF MERGER

FILED
98 DEC 15 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT is made and entered into this 15 ^{EFFECTIVE DATE} 12-31-98 day of December, 1998, by and among Baner Crystal, Inc., a Florida corporation ("Baner/Florida") and Baner Crystal, Inc., a Texas corporation, ("Baner/Texas"), and constitutes the Plan and Articles of Merger for such corporations. Baner/Florida and Baner/Texas are sometimes collectively referred to in this Agreement as the "Constituent Corporations" or are referred to individually as a "Constituent Corporation."

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable to the welfare of the Constituent Corporations and their respective stockholders that Baner/Texas be merged with and into Baner/Florida, and that Baner/Florida merge Baner/Texas with and into itself, as authorized by the statutes of the State of Florida and State of Texas and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, Baner/Texas, by its Certificate of Incorporation, which is filed with the Secretary of State of the State of Texas, has an authorized capitalization of One Hundred Thousand (100,000) shares of common stock, having no par value, of which One Hundred (100) shares of common stock are now issued and outstanding; and

WHEREAS, Baner/Florida, by its Certificate of Incorporation, which is filed with the Secretary of State of the State of Florida, has an authorized capitalization of One Hundred (100) shares of common stock, par value \$1.00 per share, of which One Hundred (100) shares of common stock are now issued and outstanding.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants,

agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that Baner/Texas merge with and into Baner/Florida and that Baner/Florida merge Baner/Texas with and into itself pursuant to the provisions of the laws of the State of Florida and State of Texas, and do hereby agree upon and prescribe to the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan and Articles of Merger.

ARTICLE I

Baner/Texas shall be, and it hereby is, merged with and into Baner/Florida and Baner/Florida shall, and it hereby does, merge Baner/Texas with and into itself. Baner/Florida shall be the Surviving Corporation in the merger (the "Surviving Corporation") and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE II

(a) The Surviving Corporation agrees that it may be served with process in Texas in any proceeding for the enforcement of any obligation of any domestic or any foreign corporation previously amenable to suit in the State of Texas which is a party to this merger, and in any proceeding for the enforcement of the rights of the dissenting shareholders of Baner/Texas.

(b) The Surviving Corporation hereby irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding. The Secretary of State of Texas is advised to mail any such process to the Surviving Corporation at 2101 N.E. 201st Street, Miami, Florida 33179, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State of Texas a different address for such purpose.

(c) The Surviving Corporation further agrees that it will promptly pay to the dissenting shareholders of any domestic Texas corporation, a party to the merger, the amount, if any, to which

they shall be entitled under the provisions of the laws of the State of Texas with respect to the rights of dissenting shareholders.

(d) This Plan and Articles of Merger has been approved by the Boards of Directors and Stockholders of each of the corporations, parties hereto.

ARTICLE III

(a) In connection with the merger, the existing Articles of Incorporation of Baner/Florida will not be amended.

ARTICLE IV

The manner and the basis of converting the outstanding shares of capital stock of Baner/Texas into the stock of the Surviving Corporation in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) There is only one shareholder of Baner/Florida and one shareholder of Baner/Texas. The sole shareholder of both corporations is identical to-wit: Diego Baner.

(b) Upon the effectiveness of the merger, each issued and outstanding shares of the capital stock of Baner/Texas shall be extinguished and shall be and become a part of the existing securities of the surviving corporation so that after the merger only One Hundred (100) shares of Baner/Florida shall remain outstanding and shall represent what was formerly the outstanding shares of Baner/Texas and the outstanding shares of Baner/Florida. This shall require no further action on the part of the holder thereof.

(c) Upon the effectiveness of the merger, each issued and outstanding share of the capital stock of the Baner/Florida shall by virtue of the merger and without further action on the part of the holder thereof be converted into securities of the surviving corporation.

Shares of Capital Stock of
Constituent Corporations
Outstanding Prior to Merger

Converted Into
Common Stock of The
Surviving Corporation

Baner/Texas - 100 shares
Baner/Florida - 100 shares

100 shares
100 shares

Shares Outstanding After Merger

Baner/Florida 100 Shares

(d) As soon as practical after the effective date of the merger, the holder of a certificate or certificates representing outstanding shares of common stock of Baner/Texas shall surrender the same to the Surviving Corporation into which such shares of the capital stock of the Constituent Corporations shall have been converted pursuant to this Article.

ARTICLE V

The terms and conditions of the merger are as follows:

(a) Until altered, amended, changed or repealed, the Articles of Incorporation of Baner/Florida shall be the Articles of Incorporation of the Surviving Corporation in the merger.

(b) Until altered, amended or repealed as provided therein, the by-laws of Baner/ Florida in effect on the effective date of the merger shall be the by-laws of the Surviving Corporation.

(c) The officers and directors of the Surviving Corporation on the effective date of the merger shall be and remain the officers and directors of the Surviving Corporation and shall hold their respective offices until their respective successors shall have been elected and qualified, unless they earlier die, resign or are removed.

(d) The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

(e) If at any time the surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving Corporation, according to the terms hereof, the title to any property or rights of Baner/Texas the proper officers and directors of Baner/Texas shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI

(a) This Agreement and the merger contemplated by it were approved and adopted by resolution of the Board of Directors of Baner/Florida by the unanimous written consent of all directors of such corporations on December 14, 1998, and by unanimous written consent of all of the shareholders of Baner/Texas and Baner/Florida on December, 14, 1998.

(b) The effective date of the merger shall be at the close of business December 31, 1998.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective corporate seals affixed hereto.

BANER CRYSTAL, INC.,
a Texas corporation

(SEAL)

By



Diego Baner, President

Attest:



Silvana Baner, Secretary

BANER CRYSTAL, INC.,
a Florida corporation

(SEAL)

By [Signature]
Diego Baner, President Fla. D.L. B560-167-65-4140
Attest: [Signature]
Silvana Baner, Secretary Fla. D.L. B560-790-65-6060

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)



I HEREBY CERTIFY that the foregoing Plan and Articles of Merger were executed this 15 day of December, 1998 by Diego Baner as President and Silvana Baner, as Secretary of Baner Crystal, Inc., a Texas Corporation. Diego Baner is personally known to me or produced DRIVERS license as identification. Silvana Baner is personally known to me or produced DRIVER'S license as identification.

[Signature]
Notary Public, State of Florida at Large
My Commission Expires:

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing Plan and Articles of Merger were executed this 15 day of December, 1998 by Diego Baner as President and Silvana Baner, as Secretary of Baner Crystal, Inc., a Florida Corporation. Diego Baner is personally known to me or produced DRIVERS license as identification. Silvana Baner is personally known to me or produced DRIVERS license as identification.

[Signature]
Notary Public, State of Florida at Large
My Commission Expires: