

P98000084267

Requester's Name

Professional Development Initiative

150 SE 2nd Avenue, Suite 404  
Miami, Florida 33131

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-01/13/99--01079--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

**EFFECTIVE DATE**  
2/1/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 13 AM 2:24

- |                                   |                                       |  |
|-----------------------------------|---------------------------------------|--|
| <input type="checkbox"/> Walk in  | <input type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy        |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait    | <input type="checkbox"/> Photocopy             |
|                                   |                                       | <input type="checkbox"/> Certificate of Status |

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

*merger*  
*SP 1/21/99*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

GLOBAL SYSTEMS INTEGRATION, INC., a FL corp., P98000102031

INTO

**BEAUCEANT, INC.**, a Florida corporation, P98000084267.

File date: January 13, 1999, effective February 1, 1999

Corporate Specialist: Susan Payne

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Beauceant, Inc.

Florida

EFFECTIVE DATE  
2/1/99

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Global Systems Integration, Inc.

Florida

FILED STATE  
SECRETARY OF CORPORATIONS  
99 JAN 13 AM 2:24

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 2 / 1 / 99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 1 / 9 / 99

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1 / 9 / 99

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

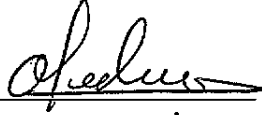
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Beauceant, Inc.



Armando Pedrero, President

Global Systems Integration, Inc.



Christian Cicare, President

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

Beauceant, Inc.

Florida

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

Global Systems Integration

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Global Systems Integration is 100% owned by Beauceant, Inc; the subsidiary's shares will be exchanged 1:1 for the parent's shares. All paid-in capital will be transferred at book value to the parent company as Paid in Excess of Par Value, as approved by the subsidiary's sole shareholder. (Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

n/a

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

n/a

Other provisions relating to the merger are as follows: