

P98000090344

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: _____
(Sub Account)

DATE: _____

REQUESTOR NAME: _____

LEXIS

File 2nd

ADDRESS: _____

TELEPHONE: (____) (____) ext. (____)

CONTACT NAME: _____

CORPORATION NAME: Uno Dos Tres, Com, Inc.

into Uno Dos Tres.com, Inc.

DOCUMENT NUMBER: P98-90344
(if applicable)

200003027852--5

AUTHORIZATION: C. Woodyard

- ☒ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☐ PLAIN STAMPED COPY

- ☒ Call When Ready () Call If Problem () After
Walk In () Will Wait () Pick Up
() Mail Out

RECEIVED
99 OCT 28 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNO DOS TRES.COM, INC., a Florida corporation, P98000090344

INTO

UNO DOS TRES.COM, INC.. a Delaware corporation not qualified in Florida

File date: October 28, 1999

Corporate Specialist: Cheryl Coulliette

Account number: FCA000000005

Account charged: 78.75

CERTIFICATE OF MERGER

MERGING

UNO DOS TRES.COM, INC.

WITH AND INTO

Uno Dos Tres.com, Inc.

FILED
99 OCT 28 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNO DOS TRES.COM, INC., a Florida corporation ("Uno Dos Tres Florida"), and Uno Dos Tres.com, Inc., a Delaware corporation ("Uno Dos Tres.com Delaware"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That Uno Dos Tres Florida was originally formed on October 23, 1998 pursuant to the Florida Business Corporation Act ("FBCA"), and that Uno Dos Tres Delaware was originally incorporated on October 26, 1999, pursuant to the Delaware General Corporation Law ("DGCL").

SECOND: That an Agreement and Plan of Merger dated as of October 26, 1999 (the "Merger Agreement"), between Uno Dos Tres Florida and Uno Dos Tres Delaware has been approved, adopted, certified, executed and acknowledged by each of Uno Dos Tres Florida and Uno Dos Tres Delaware.

THIRD: That the name of the surviving business entity (the "Surviving Corporation") shall be Uno Dos Tres.com, Inc.

FOURTH: That the Certificate of Incorporation of Uno Dos Tres Delaware shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the merger of Uno Dos Tres Florida with and into Uno Dos Tres Delaware provided for pursuant to this Certificate of Merger shall be effective upon the filing hereof as provided by the DGCL.

SIXTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Uno Dos Tres.com, Inc.
2665 Bayshore Drive, Unit 202
Coconut Grove, FL 33133

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any shareholder of Uno Dos Tres Florida or any shareholder of the Surviving Corporation.

EIGHTH: That the authorized capital stock of the Surviving Corporation shall be five hundred thousand (500,000) shares of common stock, \$.01 par value per share and one hundred thousand (100,000) shares of preferred stock, \$.01 par value per share.

IN WITNESS WHEREOF, Uno Dos Tres Florida and Uno Dos Tres Delaware have caused this Certificate of Merger to be signed by their respective duly authorized officers as of the date indicated below.

UNO DOS TRES.COM, INC.,
a Florida corporation

By: _____

Rafael Gutierrez
Name: Rafael Gutierrez
Title: Vice President

ATTEST:

Christopher Jester
NAME: CHRISTOPHER JESTER
TITLE: VICE PRESIDENT

Uno Dos Tres.com, Inc.,
a Delaware corporation

By: _____

Ramiro Marquez
Name: RAMIRO MARQUEZ
Title: PRESIDENT

ATTEST:

[Signature]

Dated: September 1999

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of October 26, 1999 (this "Agreement"), between UNO DOS TRES.COM, INC., a Florida corporation ("Uno Dos Tres Florida"), and Uno Dos Tres.com, Inc., a Delaware corporation ("Uno Dos Tres Delaware").

WITNESSETH:

WHEREAS, the board of directors and the shareholders of each of Uno Dos Tres Florida and Uno Dos Tres Delaware have determined that it is advisable that Uno Dos Tres Florida be merged with and into Uno Dos Tres Delaware, on the terms and subject to the conditions contained herein.

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order to set forth the terms and conditions of the merger of Uno Dos Tres Florida with and into Uno Dos Tres Delaware (the "Merger") and the mode of carrying the Merger into effect, Uno Dos Tres Florida and Uno Dos Tres Delaware hereby agree as follows:

SECTION 1. The Merger. At the Effective Time (as defined in Section 2 below), Uno Dos Tres Florida shall be merged with and into Uno Dos Tres Delaware, the separate existence of Uno Dos Tres Florida shall cease, and Uno Dos Tres Delaware shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

SECTION 2. Effective Time of the Merger. The Merger shall become effective at 12:00 Noon on the date that a Certificate of Merger with respect to the Merger is accepted for filing by the Office of the Secretary of State of the State of Delaware and the Office of the Secretary of State of the State of Florida (the "Effective Time").

SECTION 3. Certificate of Incorporation and By-Laws. The Certificate of Incorporation of Uno Dos Tres Delaware, as amended, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation unless and until thereafter amended as provided by law or such Certificate of Incorporation. The By-laws of Uno Dos Tres Delaware as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation or such By-laws.

SECTION 4. Directors and Officers. The incorporator of Uno Dos Tres Delaware shall appoint the initial directors of Uno Dos Tres Delaware. The directors of Uno Dos Tres Delaware immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation, and the officers of Uno Dos Tres Delaware immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

SECTION 5. Conversion of Shares. At the Effective Time, each issued and outstanding share of Uno Dos Tres Florida shall automatically entitle the holder to 61.92 shares of the common stock of Uno Dos Tres Delaware, so that immediately after the effectiveness of the Merger Uno Dos Tres Delaware shall have 90,000 shares of common stock issued and outstanding.

SECTION 6. Assumption of Liabilities. Uno Dos Tres Delaware hereby assumes all obligations and liabilities of Uno Dos Tres Florida as of the Effective Time.