

**P98000101220**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000032999 7)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

**To:**

Division of Corporations  
Fax Number : (850) 922-4000 14009.00 |

**From:**

Account Name : ADORNO & ZEDER, P.A.  
Account Number : 072100000120  
Phone : (305) 860-7098  
Fax Number : (305) 858-4777

**MERGER OR SHARE EXCHANGE****MIT'S Investments Corp., a Nevada corporation**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

RECEIVED  
99 DEC 27 AM 7:50  
DIVISION OF CORPORATIONS

FILED  
99 DEC 27 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Electronic Filing Menu****Corporate Filing****Public Access Help**

Stat. OK

- S. PAYNE DEC 28 1999

merger

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

MIT'S INVESTMENTS CORP., a FL corp., P98000101220

,

INTO

**MIT'S INVESTMENT CORP..** a Nevada corporation not qualified in Florida

File date: December 27, 1999

Corporate Specialist: Susan Payne

ARTICLES OF MERGER  
OF  
MITS INVESTMENTS CORP.,  
A FLORIDA CORPORATION,  
INTO  
MITS INVESTMENTS CORP.,  
A NEVADA CORPORATION

99 DEC 27 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 92A.200, Nevada Revised Statutes, the undersigned entities adopt the following articles of merge:

**FIRST:** MITS Investments Corp. is a corporation duly organized and existing under the laws of the State of Florida, whose address is c/o Adorno & Zeder, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 (the "Disappearing Corporation"); MITS Investments Corp. is a corporation duly organized and existing under the laws of the State of Nevada, whose address is c/o CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada 89706 (the "Surviving Corporation") (collectively referred to as the "Constituent Corporations").

**SECOND:** Each of the Constituent Corporations has authorized capital of 5,000 shares of common stock, \$.01 par value per share, 5,000 shares of which have been validly issued and are outstanding for each of said corporations.

**THIRD:** The Shareholders and the Board of Directors of each of the Constituent Corporations have adopted and unanimously approved by written consent the Agreement and Plan of Merger, dated as of December 23, 1999 (the "Merger Agreement") in accordance with the requirements of the Nevada and Florida law pursuant to which the Disappearing Corporation shall be merged with and into the Surviving Corporation, and that MITS Investments Corp., a Nevada corporation, be the surviving corporation. A copy of the Merger Agreement is attached hereto.

**FOURTH:** That upon filing this document with the Secretary of State of Nevada and the Secretary of State of Florida, the Merger shall be effective (the "Effective Date").

**FIFTH:** The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall remain as the Articles of Incorporation of the Surviving Corporation, until amended as provided by law.

**SIXTH:** (a) MITS Investments Corp., Florida - The Merger Agreement was submitted to and approved by the shareholders and the directors of the Disappearing Corporation by unanimous written consent, dated

H99000032999 7

December 23, 1999, and all 5000 shares (100%) of the issued and outstanding common stock of the Disappearing Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.

- (b) MITS Investments Corp., Nevada - The Merger Agreement was submitted to and approved by the shareholders and the directors of the Surviving Corporation by unanimous written consent, dated December 23, 1999, and all 5000 shares (100%) of the issued and outstanding common stock of the Surviving Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.
- (c) There were no dissenting shareholders for either of the Constituent Corporations.

**SEVENTH:** Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation of the Disappearing Corporation.

MIT'S INVESTMENTS CORP.,  
a Florida corporation

By: 

Michael Shalom, President

MIT'S INVESTMENTS CORP.,  
a Nevada corporation

By: 

Michael Shalom, President

H99000032999 '7

**AGREEMENT AND PLAN OF MERGER**

This Agreement, is entered into as of December 23<sup>rd</sup> 1999, by and between MITS Investments Corp., a Nevada corporation, (the "Surviving Corporation"), and MITS Investments Corp., a Florida corporation, (the "Disappearing Corporation"), said two corporations being herein sometimes collectively referred to as the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Nevada, whose address is c/o CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada 89706;

WHEREAS, the Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida, whose address is c/o Adorno & Zeder, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133;

WHEREAS, the Surviving Corporation has authorized capital of 5,000 shares of common stock, \$.01 par value per share (the "Surviving Corporation Common Stock"), 5,000 shares of which have been validly issued and are outstanding;

WHEREAS, the Disappearing Corporation has authorized capital of 5,000 shares of common stock, \$.01 par value per share (the "Disappearing Corporation Common Stock"), 5,000 shares of which have been validly issued and are outstanding;

WHEREAS, each of the Shareholders of the Surviving Corporation and of the Disappearing Corporation are the same persons whose respective stock holdings in each of said corporations are identical;

WHEREAS, the Shareholders and the Boards of Directors of the Constituent Corporations hereto deem it advisable (and have heretofore unanimously approved), upon the terms and subject to the conditions herein stated, that the Disappearing Corporation be merged with and into the Surviving Corporation and that MITS Investments Corp., a Nevada corporation, be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

**AGREEMENT**

1. Disappearing Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation (the "Merger"), in accordance with the Florida Business Corporation Act, as amended (the "FBCA") and the Nevada Revised Statutes, as amended (the "NRS").

2. The Merger shall become effective at such time (the "Effective Date") as shall be stated in the Articles of Merger to be filed with the Secretary of State of Florida and the Secretary of State of Nevada.

3. Each share of the Disappearing Corporation Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, cease to exist. Each share of the Surviving Corporation Common Stock issued and outstanding upon the Effective Date of the Merger shall remain issued and outstanding as in effect prior to the Merger.

4. On and after the Effective Date of the Merger, the Surviving Corporation, as the surviving corporation, shall continue to exist as a domestic corporation under the laws of the State of Nevada with all of the rights and obligations of a surviving domestic corporation as are provided by the Nevada Revised Statutes.

5. The officers and directors of the Surviving Corporation holding office on the Effective Date shall remain the officers and directors of the Surviving Corporation until their successors are chosen and qualified.

6. On and after the Effective Date of the Merger, the Disappearing Corporation shall cease to exist as a corporation under the laws of the State of Florida, and the Surviving Corporation shall have all of the rights, privileges, immunities and powers of the Disappearing Corporation and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Nevada.

7. On and after the Effective Date of the Merger, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest of, or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of this Plan of Merger.

8. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

9. The Board of Directors and the appropriate officers of the Constituent Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, executed, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the merger herein provided for.

H99000032999 7

IN WITNESS WHEREOF, the Surviving Corporation and the Disappearing Corporation have each caused this Agreement to be executed by its duly authorized President as of the date first above written.

MIT'S INVESTMENTS CORP.,  
a Florida corporation

By: 

Michael Shalom, President

MIT'S INVESTMENTS CORP.,  
a Nevada corporation

By: 

Michael Shalom, President