

Charter Number Only

P98000105419

4-6-00 Mrs. Knitzman

Requestor's Name Roth, Milne & Russo
Address 9350 S. Dixie Hwy. Ph-2
Miami FL 33156
City State ZIP Phone
(305) 670-9994 E

DATE ONLY

FILED
APR 11 PM 3:32
TALLAHASSEE, FLORIDA

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-04/11/00--01022--011
*****78.75 *****78.75

CORPORATION(S) NAME

BACHEM INC
Merger

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☐ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☒ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☐ Mail

Name	4/11/00
Availability	NR
Document	NR
Examiner	NR
Updater	NR
Verifier	
Acknowledgment	
W.P. Verifier	

Empire Toll Free: 1-800-432-3028

RECEIVED
00 APR 11 AM 9:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BACHEM, INC., a Florida corporation P99000002573

INTO

FINE AUTO CORP., a Florida entity, P98000105419

File date: April 11, 2000

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF
BACHEM, INC.
INTO
FINE AUTO CORP.**


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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

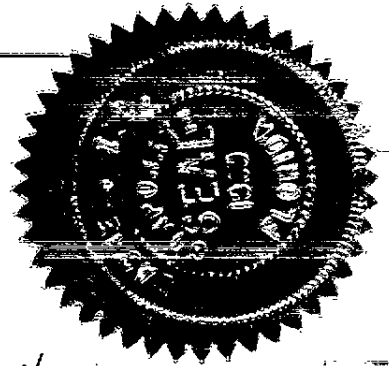
Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), FINE AUTO CORP. (the "Corporation"), DOES HEREBY CERTIFY THAT:

- FIRST:** The name of the merging corporation is Bachem, Inc. ("Bachem"), a Florida corporation;
- SECOND:** Bachem shall, pursuant to all applicable provisions of the FBCA be merged with and into the Corporation (the "Merger"), and the Corporation shall continue to exist as the surviving corporation pursuant to the laws of the State of Florida. Upon the effective date of the Merger, Bachem shall cease to exist;
- THIRD:** Effective upon the Merger, each share of capital stock of Bachem issued and outstanding shall, automatically without any action on the part of the Corporation, be cancelled and retired; and
- FOURTH:** The Plan of Merger, a copy of which is attached and incorporated herein by reference as Exhibit A hereto, was unanimously approved by both Bachem's and the Corporation's Boards of Directors and Shareholders, a copy of such resolutions are attached and incorporated herein by reference as Exhibits B and C, respectively.

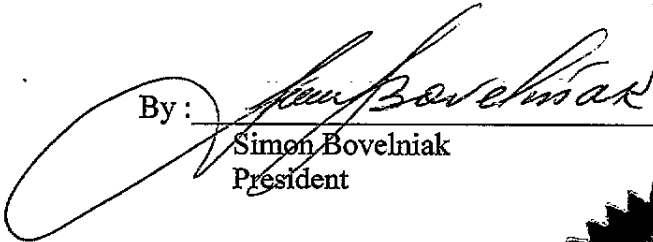
IN WITNESS WHEREOF, the Corporation and Bachem have caused these Articles of Merger to be served this 24th day of March, 2000.

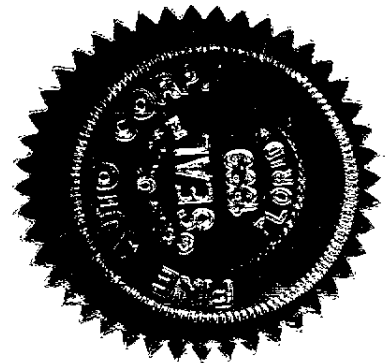
BACHEM, INC.

By: 
Radik Yamilov
President



FINE AUTO CORP.

By: 
Simon Bovelniak
President



**AGREEMENT AND PLAN OF MERGER
OF
BACHEM, INC.
INTO
FINE AUTO CORP.**

DATED: March 24, 2000

THIS AGREEMENT is executed as of the 26th day of March, 2000, by and between *Bachem, Inc.* (the "Merging Corporation"), and *Fine Auto Corp.* (the "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

**ARTICLE I
RECITALS**

Section 1.1. Organization of the Parties. The Merging Corporation and the Surviving Corporation are both corporations duly organized and existing under the laws of Florida.

Section 1.2. Merging Corporation's Capital Stock. The Merging Corporation has authorized capital stock consisting of One Hundred (100) shares of common stock, with \$1.00 par value, of which One Hundred (100) shares are now duly issued and outstanding.

Section 1.3. Surviving Corporation's Capital Stock. The Surviving Corporation has authorized capital stock consisting of Seven Thousand Five Hundred (7,500) shares of common stock, with \$1.00 par value, of which One Hundred (100) shares are now duly issued and outstanding.

Section 1.4. Desire to Merge. The Merging Corporation and the Surviving Corporation desire to effect a statutory merger of the Merging Corporation into the Surviving Corporation in the manner herein set forth, and the Board of Directors and the Shareholders of the signatories hereto have duly adopted resolutions, by written consent, approving this Agreement and Plan of Merger (this "Agreement").

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of the Florida Business Corporation Act, as amended (the "Act"), and upon the following terms and conditions:

ARTICLE 2
PARTIES TO PROPOSED MERGER

Section 2.1. The Merging Corporation. The name of the corporation proposing to merge into the Surviving Corporation is *Bachem, Inc.*

Section 2.2. The Surviving Corporation. The name of the corporation into which the Merging Corporation proposes to merge is *Fine Auto Corp.*

ARTICLE 3
TERMS AND CONDITIONS OF PROPOSED MERGER AND
MODE OF CARRYING IT INTO EFFECT

Section 3.1. General. Upon the Effective Date of the Merger (as hereinafter defined):

(a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be a Florida corporation;

(b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the common stock of the Surviving Corporation in accordance with their terms;

(c) the separate existence of the Merging Corporation shall cease, as provided by the Act; and

(d) the name of the Surviving Corporation shall remain *Fine Auto Corp.*

Section 3.2. Effective Date of the Merger. The "Effective Date of the Merger" with respect to the merger contemplated by this Agreement shall be as of March 24, 2000.

Section 3.3. Private Property of Shareholders. The private property of the shareholders of the Merging Corporation and of the Surviving Corporation shall not be subject to the payment of the corporate debts of either corporation to any extent whatsoever.

ARTICLE 4
MANNER AND BASIS OF CONVERTING SHARES OF
CAPITAL STOCK OF THE MERGING CORPORATION INTO
SHARES OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, all issued and outstanding shares of capital stock of the Merging Corporation shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares shall be void and of no effect, and all issued and outstanding shares of capital stock of the Surviving Corporation shall be canceled and reissued to **Closed Type Joint Stock "Chemreactivsnab"** in the Surviving Corporation's new name, which shall be Fine Auto Corp. as set forth in Section 3.1(d) of this Agreement.

ARTICLE 5
ARTICLES OF INCORPORATION AND BY-LAWS
OF THE SURVIVING CORPORATION

The Articles of Incorporation of the Merging Corporation on the Effective Date of the Merger shall become the Articles of Incorporation of the Surviving Corporation. Also upon the Effective Date of the Merger, the By-laws of the Merging Corporation shall become the By-laws of the Surviving Corporation.

ARTICLE 6
DIRECTORS AND OFFICERS

The directors and officers of the Merging and Surviving Corporations in office on the Effective Date of the Merger shall not be required to further serve in such capacity with the Surviving Corporation. The directors and officers of the Surviving Corporation on the Effective Date of the Merger shall be as follows:

Radik Yamilov
Gueorgui Tchesnokov

Director, President and Treasurer
Director, Vice President and Secretary

The directors and officers of the Surviving Corporation shall each hold office until a successor shall have been elected and shall have been qualified or until the earlier of resignation or removal.

ARTICLE 7
CORPORATE APPROVALS AND TERMINATION

Section 7.1. Corporate Approvals. Pursuant to Section 607.1103(2)(b) of the Act, this Agreement and related matters have been approved by the shareholders of the Surviving Corporation and the Merging Corporation by vote or consent with respect thereto.


Section 7.2. Termination. At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Merging Corporation by appropriate resolution of its Board of Directors. In the event of such termination and abandonment, this Agreement shall become void and neither the Merging Corporation nor the Surviving Corporation or their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

ARTICLE 8
MISCELLANEOUS

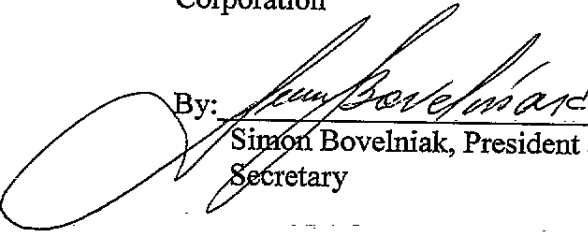
Section 8.1. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of this Agreement, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of the Surviving Corporation are hereby authorized in the name of the Merging Corporation, or otherwise, to take any and all such action.

EXECUTED as of the date first above written.

BACHEM, INC., "Merging
Corporation"

By: 
Radik Yamilov, President and
Secretary

FINE AUTO CORP., "Surviving
Corporation"

By: 
Simon Bovelniak, President and
Secretary

