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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

INTCOMEX, INC.

Certificate of Status	0
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8/23/04
merger

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**ARTICLES OF MERGER
OF
ECCOUNTING, INC., a Florida corporation
INTO
INTCOMEX, INC., a Delaware corporation**

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), Eccounting, Inc., a Florida corporation (the "Non-Surviving Corporation") and Intcomex, Inc., a Delaware corporation (the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Surviving Corporation (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit A.

SECOND: The Agreement and Plan of Merger was adopted by the board of directors and shareholders of the Non-Surviving Corporation by joint unanimous written consent as of August 20, 2004.

THIRD: The Agreement and Plan of Merger was adopted by the board of directors and shareholders of the Surviving Corporation by joint unanimous written consent as of August 20, 2004.

FOURTH: The effective date of the Merger shall be the date of the filing of these Articles of Merger.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 20th day of August, 2004.

ECCOUNTING, INC.


Michael Shalom, President

INTOCOMEX, INC.


Michael Shalom, President

NGEDOCs:1067414.1

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AUG. 20. 2004 12:45PM

CORPORATION SVC CO

NO. 306⁷ P. 4

Schedule A

Agreement and Plan of Merger

See Attached.

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement") made this 20th day of August 2004, between Eccounting, Inc., a Florida Corporation, hereinafter called the First Company, and Intcomex, Inc., a Delaware Corporation, hereinafter called the Second Company.

WHEREAS, the First Company has an authorized capital stock consisting of 100,000 shares of common stock, par value \$0.01 per share, of which 67,073 shares have been duly issued and are now outstanding, and

WHEREAS, the Second Company has an authorized capital stock consisting of 150,000 shares of common stock, par value \$0.01 per share, of which one share has been duly issued and is now outstanding, and

WHEREAS, the Board of Directors of the First Company and Board of Directors of the Second Company, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the First Company merge with the Second Company (the "Merger") under and pursuant to the provisions of the Florida Business Corporation Act and of the General Corporation Law of the State of Delaware and have by resolutions duly adopted, approved this Agreement and directed that this Agreement and the transactions contemplated hereby be submitted to a vote of their respective stockholders and executed by their respective officers.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER.** The First Company shall be merged into the Second Company upon the terms and subject to the conditions set forth in this Agreement.

2. **EFFECTIVE DATE.** This Agreement and Plan of Merger shall become effective immediately upon such date (the "Effective Date") when the following actions shall have been completed:

(i) this Agreement and the Merger shall have been adopted and approved by the stockholders of the First Company by unanimous written consent in accordance with Section 607.0704 and other relevant provisions of the Florida Business Corporation Act; and

(ii) the Second Company shall have filed with the Secretary of State of the State of Delaware a certificate of merger, in the form attached hereto as Exhibit A.

The Second Company shall, upon filing such certificate of merger, file articles of merger, in the form set forth hereto as Exhibit B, with the Department of State of the State of Florida.

3. **SURVIVING CORPORATION.** The Second Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of

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Delaware, but the separate corporate existence of the First Company shall cease forthwith upon the Effective Date.

4. **AUTHORIZED CAPITAL.** The Authorized capital stock of the Second Company following the Effective Date shall be 150,000 shares of Common Stock, par value \$0.01 per share, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

5. **CERTIFICATE OF INCORPORATION.** The Certificate of Incorporation of the Second Company shall be its Certificate of Incorporation upon consummation of the Merger and following the Effective Date unless and until the same shall be duly amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of the Second Company or upon any other persons whomsoever are subject to the reserve power.

6. **BYLAWS.** The Bylaws of the Second Company as they exist on the Effective Date shall be the Bylaws of the Second Company following the Effective Date unless and until the same shall be duly amended or repealed in accordance with the provisions thereof.

7. **BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of the Second Company immediately after the Effective Date shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Second Company immediately prior to the Effective Date, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. **FURTHER ASSURANCE OF TITLE.** If at any time the Second Company shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm to the Second Company any right, title, or interest of the First Company held immediately prior to the Effective Date, the First Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Second Company as shall be necessary to carry out the purposes of this Agreement and Plan of Merger, and the Second Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the First Company or otherwise.

9. **CONVERSION OF OUTSTANDING STOCK.** Forthwith upon the Effective Date, (i) the share of Common Stock of the Second Company held by Eccouting, Inc. shall be cancelled and (ii) upon such cancellation, each of the issued and outstanding shares of Common Stock of the First Company and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Common Stock of the Second Company, and each certificate nominally representing shares of Common Stock of the First Company shall for all purposes be deemed to evidence the ownership of the same number of shares of Common Stock of the Second Company. The holders of such certificates shall be required immediately to surrender the same in exchange for certificates of Common Stock in the Second Company and

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upon surrender by each holder of certificates nominally representing shares of Common Stock of the First Company, the Second Company will cause to be issued therefor certificates for Common Stock of the Second Company.

10. RIGHTS AND LIABILITIES OF SECOND COMPANY. At and after the effective time of the Merger, the Second Company shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to the First Company or whatever account shall be vested in the Second Company; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of the Second Company as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in the First Company shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Second Company; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the Second Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and the Second Company shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

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CORPORATION SVC CO

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IN WITNESS WHEREOF each of the parties hereto, pursuant to authority duly granted by its Board of Directors, has caused this Agreement and Plan of Merger to be executed by its authorized officer.

ACCOUNTING, INC.

BY: 

Michael Shalom, President

INTCOMEX, INC.

BY: 

Michael Shalom, President

NGEDOC3: 1067473.1

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Exhibit A

Delaware Certificate of Merger

See attached.

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**CERTIFICATE OF MERGER
OF
ECCOUNTING, INC.
INTO
INTCOMEX, INC.
(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

INTCOMEX, INC. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
- (a) Eccounting, Inc., a Florida corporation; and
 - (b) Intcomex, Inc., a Delaware corporation.
- (2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Eccounting, Inc. and by Intcomex, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is Intcomex, Inc.
- (4) The certificate of incorporation of Intcomex, Inc. shall be the certificate of incorporation of the surviving corporation.
- (5) The surviving corporation is a corporation of the State of Delaware.
- (6) The executed Agreement and Plan of Merger is on file at Intcomex, Inc. at 9835 NW 14th St., Miami, Florida 33172.
- (7) A copy of the Agreement and Plan of Merger will be furnished by Intcomex, Inc., on request and without cost, to any stockholder of Eccounting, Inc. or Intcomex, Inc.
- (8) The authorized capital stock of Eccounting, Inc. is 100,000 shares of Common Stock, par value \$0.01 per share.

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IN WITNESS WHEREOF, Intcomex, Inc. has caused this certificate to be signed by
Michael Shalom, its authorized officer, on the ____ day of August, 2004.

Intcomex, Inc.

BY: _____
Michael Shalom, President

NGEDGCS:1067415.1

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CORPORATION SVC CO

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Exhibit B

Florida Articles of Merger

See attached.

NGEDOC5: 1067418.1

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**ARTICLES OF MERGER
OF
ECCOUNTING, INC., a Florida corporation
INTO
INTCOMEX, INC., a Delaware corporation**

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FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit A.

SECOND: The Agreement and Plan of Merger was adopted by the board of directors and shareholders of the Non-Surviving Corporation by joint unanimous written consent as of August 20, 2004.

THIRD: The Agreement and Plan of Merger was adopted by the board of directors and shareholders of the Surviving Corporation by joint unanimous written consent as of August 20, 2004.

FOURTH: The effective date of the Merger shall be the date of the filing of these Articles of Merger.

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AUG. 20. 2004 12:47PM CORPORATION SVC CO

NO. 306 P. 14

H04000170914 3

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of
the parties hereto as of the _____ day of August, 2004.

ECCOUNTING, INC.

Michael Shalom, President

INTCOMEX, INC.

Michael Shalom, President

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