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04 JUL 22 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

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**SILVER & SILVER**

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July 19, 2004

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger for Pafeca USA, Inc. and Cebato, Inc.

Gentlemen:

Enclosed you will find the following:

- 1) Transmittal letter to the Amendment Section of Division of Corporations.
- 2) Articles of Merger.
- 3) Plan of Merger.
- 4) Check in the amount of \$43.75 representing the \$35.00 filing fee and \$8.75 certified copy fee for the Merger.

Very Truly Yours,

SILVER & SILVER

Ira S. Silver  
ISS/mdc

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PAFECA USA, INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ramiro Pablo Ferreiroa  
(Name of person)

Pafeca USA, Inc.  
(Name of firm/company)

1400 Salzedo Street, Unit 110  
(Address)

Coral Gables, FL 33134  
(City/state and zip code)

For further information concerning this matter, please call:

Ira S. Silver, Atty. at ( 305 ) 374-4788  
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PAFECA USA, INC.</u>	<u>Florida</u>	<u>P99000032469</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Cebato, Inc.</u>	<u>Florida</u>	<u>G54483</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**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**     /     /     (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 June 30, 2004

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 June 30, 2004

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)*

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TALLAHASSEE, FLORIDA

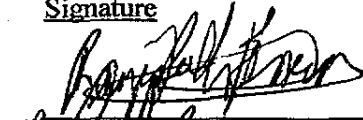
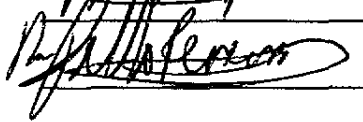
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Cebato, Inc.

Ramiro Pablo Ferreiroa, President

Pafeca USA, Inc.

Ramiro Pablo Ferreiroa, President

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

Pafeca USA, Inc.

Florida

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

Name

Jurisdiction

Cebato, Inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

The boards of directors and shareholders of Pafeca USA, Inc. and Cebato, Inc. have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Cebato, Inc. be merged with and into Pafeca USA, Inc. (the "Merger") pursuant to the Florida Business Corporation Act and the Internal Revenue Code Section 368(a)(1)(A) and be considered a tax free merger according to the terms and subject to the conditions set forth herein.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Please see attached)

*(Attach additional sheets if necessary)*

PLAN OF MERGER

ARTICLE "FOURTH":

At the Effective Time, each share of common stock of Cebato, Inc. issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Pafeca USA, Inc. Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

At the Effective Time, all property, rights, privileges powers and franchises of the Cebato, Inc. shall vest in the Survivng Corporation and all liabilities and obligations of the Cebato, Inc. shall become liabilities and obligations of the Surviving Corporation.

As used in this Agreement, the term "Effective ATime" shall mean the date and time of filing of Articles of Merger with the Secretary of State of Florida.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: