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**MERGER OR SHARE EXCHANGE**

**B2B Merger Corp.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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Merger  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

B2B LATINAMERICA CORPORATE NETWORK, INC., a Florida corporation,  
document number P99000048191

INTO

**B2B MERGER CORP..** a Delaware corporation not qualified in Florida

File date: October 6, 1999

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER  
OF  
B2B LATIN AMERICA CORPORATE NETWORK, INC.  
a Florida Corporation  
with and into  
B2B MERGER CORP.,  
a Delaware Corporation**

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Pursuant to the provisions of Section 607.1107 of the Florida Statutes, B2B Latin America Corporate Network, Inc., a Florida corporation, and B2B Merger Corp., a Delaware corporation, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

(a) B2B Latin America Corporate Network, Inc. a Florida corporation (the "Merging Corporation"), and

(b) B2B Merger Corp., a Delaware corporation ("the Surviving Corporation").

2. The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall hereupon cease. The Surviving Corporation is the surviving corporation in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously and duly adopted by the Board of Directors and the Shareholders of the Merging Corporation by joint unanimous written consent of even date herewith in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes.

4. The Agreement and Plan of Merger was approved by the Board of Directors of the Surviving Corporation by unanimous written consent of even date herewith, in accordance with Section 141 of the Delaware General Corporation Law ("DGCL"). No vote of the Shareholders of the Surviving Corporation was required pursuant to Section 251(f) of the DGCL because no shares of capital stock of the Surviving Corporation were issued at the time of approval of the Agreement and Plan of Merger by the Board of Directors of the Surviving Corporation.

Prepared by  
Carlos J. Deupi, Esq.  
One S.E. 3rd Avenue  
Miami, FL 33131  
(305) 374-5600  
FL. Bar. No. 0112054  
MIA-405144-1

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5. The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of Section 607.1105 and 607.1106 of the Florida Statutes.

6. The address of the Surviving Corporation's principal office under the laws of Delaware is: 5201 Blue Lagoon Drive, PH, Miami, Florida 33126.

7. The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

8. The Surviving Corporation agrees to promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which they are entitled under Florida Statutes Section 607.1302. There are no dissenting shareholders of the Merging Corporation, and there are no dissenting shareholders of the Surviving Corporation

[Signatures on following page]

The parties have caused these Articles of Merger to be executed on October 6, 1999.

**MERGING CORPORATION:**

**B2B LATIN AMERICA CORPORATE  
NETWORK, INC.**

By: J. Leary  
Name: JOSE LEARY  
Title: CHAIRMAN, CEO

**SURVIVING CORPORATION:**

**B2B MERGER CORP.**

By: Bravio Delgado  
Name: Bravio Delgado  
Title: President, CEO

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**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

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## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") is made and entered into as of the 6th day of October, 1999, by and among **B2B LATIN AMERICA CORPORATE NETWORK, INC.**, a Florida corporation (the "**Merging Corporation**"), and **B2B MERGER CORP.**, a Delaware corporation (the "**Surviving Corporation**")

#### WITNESSETH:

**WHEREAS**, the Surviving Corporation has been organized for the purpose of continuing the business of the Merging Corporation subsequent to the Merger contemplated hereby and is a corporation duly organized and validly existing under and by virtue of the laws of the State of Delaware;

**WHEREAS**, no shares of capital stock of the Surviving Corporation have been issued prior to the approval hereof by the Board of Directors of the Surviving Corporation;

**WHEREAS**, pursuant to the Merger, the shareholders of the Merging Corporation shall be the sole shareholders of the Surviving Corporation;

**WHEREAS**, pursuant to duly authorized action by the Shareholders and Board of Directors of the Merging Corporation and by the Board of Directors of the Surviving Corporation, the constituent corporations have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law; and

**WHEREAS**, the parties intend for the Merger to constitute a tax free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended;

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER.** The Merging Corporation and the Surviving Corporation agree that the Merging Corporation shall be merged with and into the Surviving Corporation as a single and surviving corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Delaware as the surviving corporation of the Merger.

2. **SURVIVING CORPORATION.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Corporation shall be the surviving corporation of the Merger, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations as are provided by the Delaware Statutes.

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(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the surviving corporation of the Merger.

3 **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Corporation shall be as follows:

(a) **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation, as filed with the Secretary of State of the State of Delaware on October 1, 1999, shall continue as the Certificate of Incorporation of the Surviving Corporation; provided, that the Certificate of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to "B2B Latin America Corporate Network, Inc."

(b) **Bylaws.** The Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation.

4. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Time, all of the issued and outstanding shares of capital stock of the Merging Corporation issued and outstanding immediately prior to the Merger shall be surrendered to the Surviving Corporation and converted into the like number of shares of capital stock of the Surviving Corporation and shall represent all of the outstanding capital stock of the Surviving Corporation. No shares of capital stock of the Surviving Corporation have been issued prior to the approval of the Merger by the Board of Directors of the Surviving Corporation.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Board of Directors and Shareholders of the Merging Corporation and by the Board of Directors of the Surviving Corporation. No vote of the Shareholders of the Surviving Corporation is required pursuant to Section 251(f) of the Delaware General Corporation Law because no shares of capital stock of the Surviving Corporation were issued prior to the adoption of this Agreement by the Board of Directors of the Surviving Corporation. The proper officers and directors of the Merging Corporation and the Surviving Corporation, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the time specified in the Certificate of Merger filed with the Secretary of State of the State of Delaware and the Articles of Merger filed with the Secretary of State of the State of Florida filed with respect to the Merger, or if no such time is specified, at the time of filing such documents (the "Effective Time").

7. **DIRECTORS AND OFFICERS.** The directors and officers of the Surviving Corporation shall continue as the directors and officers of the Surviving Corporation.

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8. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

[Signatures on the Next Page]

IN WITNESS WHEREOF, B2B Latin America Corporate Network, Inc., a Florida corporation, which is the Merging Corporation, and B2B Merger Corp., a Delaware corporation, which is the Surviving Corporation, have caused this Agreement to be entered into as of the date first above written.

**B2B LATIN AMERICA CORPORATE  
NETWORK, INC.**, a Florida corporation

By: J. Levy

Jose R. Levy  
Chairman and Chief Executive Officer

**B2B MERGER CORP.**, a Delaware corporation

By: Braulio Delgado

Braulio Delgado  
President

The undersigned, Jose R. Levy, the Secretary of B2B Merger Corp. hereby certifies that no vote of the shareholders of B2B Merger Corp. is necessary to authorize the Merger pursuant to Section 251(f) of the Delaware General Corporation Law because the resolution approving the Agreement and Plan of Merger was adopted by the Board of Directors of B2B Merger Corp. before any shares of capital stock of B2B Merger Corp. were issued.

J. Levy  
Jose R. Levy, Secretary