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MERGER OR SHARE EXCHANGE

RS HOLDINGS OF DELAWARE, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 07 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RS HOLDINGS, INC., a Florida corporation, document number P99000065352

INTO

RS HOLDINGS OF DELAWARE, INC.. a Delaware corporation not qualified in
Florida

File date: December 16, 1999

Corporate Specialist: Karen Gibson

FAX AUDIT NO.: H99000032189

CERTIFICATE OF MERGER
Merging
RS HOLDINGS, INC.
a Florida corporation
with and into
RS HOLDINGS OF DELAWARE, INC.
a Delaware corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the provisions of Section 252 and other applicable provisions of the Delaware General Corporation Law (the "DGCL"), and pursuant to Sections, 607.0120, 607.1101, 607.1103, 607.1105, 607.1107, 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act (the "FBCA"), RS HOLDINGS OF DELAWARE, merging RS HOLDINGS, INC., a Florida corporation with and RS HOLDINGS OF DELAWARE, INC.

1. The name and jurisdiction of formation or organization of each of the entities to merge is as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------------------|---------------------|
| RS HOLDINGS, INC. | Florida |
| RS HOLDINGS OF DELAWARE, INC. | Delaware |

2. — An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of RS HOLDINGS, INC. and RS HOLDINGS OF DELAWARE, INC. in accordance with Section 252 of the DGCL and with Sections 607.1107 of the FBCA. The Plan of Merger was adopted by the shareholders and board of directors of RS HOLDINGS, INC. on December 15, 1999. The Plan of Merger is attached hereto as Exhibit "A," and incorporated herein by reference as required by Section 607.1107(1)(c) of the FBCA.

3. The name of the surviving entity shall be RS HOLDINGS OF DELAWARE, INC.

4. The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of RS HOLDINGS OF DELAWARE, INC.

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5. The Agreement and Plan of Merger is on file at the following place of business of RS HOLDINGS OF DELAWARE, INC.:

RS Holdings of Delaware, Inc.
800 Brickell Avenue, Suite 550
Miami, Florida 33131

6. A copy of the Agreement and Plan of Merger will be furnished by RS HOLDINGS OF DELAWARE, INC., the surviving corporation, on request and without cost, to any stockholder of RS HOLDINGS, INC., or RS HOLDINGS OF DELAWARE, INC.

7. The authorized capital stock of RS HOLDINGS, INC. is 100 shares of common stock, par value \$1.00 per share.

8. The merger shall be effective on December 16, 1999.

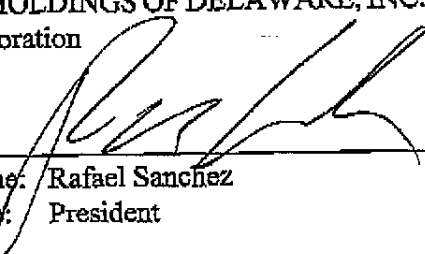
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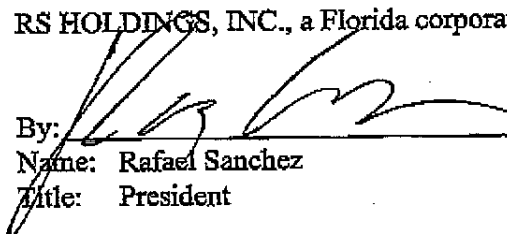
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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 15 day of December, 1999, and is being filed in accordance with Section 252 of the DGCL by the President of RS HOLDINGS OF DELAWARE, INC. thereunto duly authorized, and in accordance with Section 607.1105 of the FBCA by the President of RS HOLDINGS, INC.

RS HOLDINGS OF DELAWARE, INC., a Delaware corporation

By: 
Name: Rafael Sanchez
Title: President

RS HOLDINGS, INC., a Florida corporation

By: 
Name: Rafael Sanchez
Title: President

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EXHIBIT A

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AGREEMENT AND PLAN OF MERGER
OF
RS HOLDINGS, INC.
AND
RS HOLDINGS OF DELAWARE, INC.

This Agreement and Plan of Merger is made and entered into by and between RS HOLDINGS, INC. ("RS FLORIDA"), a Florida corporation, and RS HOLDINGS OF DELAWARE, INC. ("RS DELAWARE"), a Delaware corporation.

WITNESSETH:

WHEREAS, RS FLORIDA is a Florida corporation;

WHEREAS, the shareholders and board of directors have decided to change the place of incorporation of RS FLORIDA to Delaware through a merger with RS DELAWARE;

NOW, THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereby agree to and adopt the following plan of merger, pursuant to Sections 607.1107 and 607.1108 of the Florida Business Corporation Act:

1. **Merger**. This instrument sets forth the plan of merger of RS FLORIDA and RS DELAWARE.

2. **Terms and Conditions of Merger**. Subject always to the terms and conditions set forth herein, on and as of the Effective Date, as hereinafter set forth, RS FLORIDA shall be merged with and into RS DELAWARE. The separate corporate existence of RS FLORIDA shall cease and

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RS DELAWARE shall be the surviving entity (the "Surviving Entity"), which shall continue as a corporation under the laws of the State of Delaware. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of RS FLORIDA and shall be responsible and liable for all the liabilities and obligations of RS FLORIDA, none of which shall be impaired by the merger.

3. Conversion of Shares. Upon and as of the Effective Date, the shares of common stock of RS FLORIDA issued and outstanding on such date shall cease to be outstanding and each such share shall be converted into and shall become one share of common stock in RS DELAWARE. Promptly after the Effective Date, the management of the Surviving Entity shall cause to be issued to the shareholders of RS FLORIDA stock certificates for shares of common stock of RS DELAWARE.

4. Effective Date of Merger. The merger contemplated herein is intended to be effective on December 16, 1999.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been adopted as of the

15 day of December, 1999.

RS HOLDINGS, INC.,
a Florida corporation

By: _____

Rafael Sanchez, President

RS HOLDINGS OF DELAWARE, INC., a
Delaware corporation

By: _____

Rafael Sanchez, President

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