

P99000077720

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

MARK VITALI AND DAVID CAMPBELL INCORPORATED

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Mergers
7-11

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ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPANIA PERFORADORA DE POZOS PROFUNDOS LIMITADA, a Chile
corporation qualified in Florida, document number F97000001913

INTO

MARK VITALI AND DAVID CAMPBELL INCORPORATED, a Florida entity,
P99000077720

File date: July 11, 2002

Corporate Specialist: Karen Gibson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

Compania Perforadora de Pozos Profundos Limitada
2001 W. Bay Drive, #201
Miami, FL 33141

Jurisdiction: Chile (qualified in Florida under Document No. F97000001913)

Entity Type: Corporation

ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

Mark Vitali and David Campbell Incorporated
2217 SW 58 Way, #3
Hollywood, FL 33023

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P99000077720

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

ARTICLE 3

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of the merging foreign corporation on July 8, 2002 in accordance with applicable law.

ARTICLE 4

The attached Plan of Merger was approved by the shareholders of the surviving domestic corporation on July 8, 2002 in accordance with Chapter 607, Florida Statutes.

ARTICLE 5

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 6

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE 7

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

Compania Perforadora de Pozos Profundos Limitada

By: 

Name: Patricio Ziliani

Title: President

Mark Vitali and David Campbell Incorporated

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By: Mark Vitali
Name: Mark Vitali
Title: Vice President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1105 is being submitted.

1. The merging corporation's name and jurisdiction are listed below:

Name: Compania Perforadora de Pozos Profundos Limitada
Jurisdiction: Chile (qualified in Florida under Document No. F97000001913)

2. The surviving corporation's name and jurisdiction are listed below:

Name: Mark Vitali and David Campbell Incorporated
Jurisdiction: Florida

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the

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parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

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