

P99000097281

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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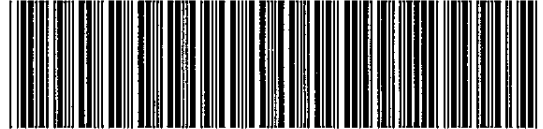
(Business Entity Name)

(Document Number)

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12/27/02--01002--029 \*\*70.00

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02 DEC 27 AM 12:56  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

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Morgan  
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02 DEC 27 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GAMM INVESTMENTS, INC., a Florida corp., P99000097281

INTO

**GAMM INVESTMENTS, INC.**, a Nevada entity not qualified in Florida.

File date: December 27, 2002

Corporate Specialist: Susan Payne

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

PICK UP 12.27.02 Kelly

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Merger

1.) Gamm Investments, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

\$70.

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
GAMM INVESTMENTS, INC. (FLORIDA)  
AND  
GAMM INVESTMENTS, INC. (NEVADA)**

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02 DEC 27 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging GAMM Investments, Inc. (Florida), a Florida corporation ("GAMMFL") with and into GAMM Investments, Inc., a Nevada corporation ("GAMMNV").

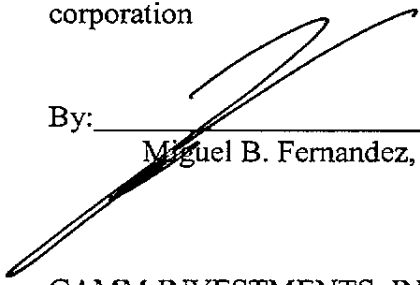
SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of GAMMNV approved and adopted the Plan of Merger by unanimous written consent of the shareholders held on December 23 2002 in accordance with the provisions of the Nevada Business Corporation Act.

THIRD: The shareholders of GAMMFL entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 23 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

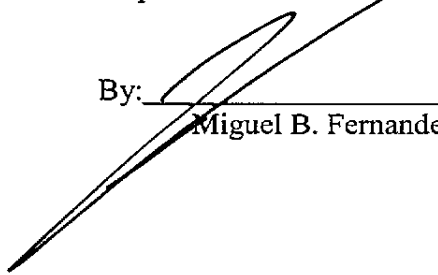
FOURTH: The merger of GAMMFL with and into GAMMNV is permitted by the laws of the jurisdiction of GAMMNV and has been authorized in compliance with said laws.

Executed on this 23 day of December, 2002.

GAMM INVESTMENTS, INC., a Florida  
corporation

By:   
Miguel B. Fernandez, President

GAMM INVESTMENTS, INC., a Nevada  
corporation

By:   
Miguel B. Fernandez, President

**PLAN OF MERGER**  
**(STATE OF FLORIDA)**

PLAN OF MERGER adopted on December 23 2002 by resolution of the Board of Directors of GAMM Investments, Inc., a business corporation organized under the laws of the State of Florida on November 11, 1999, and adopted on December 23 2002 by resolution of the Board of Directors of GAMM Investments, Inc., a business corporation organized under the laws of the State of Nevada. The names of the corporations planning to merge are GAMM Investments, Inc., a business corporation organized under the laws of the State of Florida ("GAMMFL"), and GAMM Investments, Inc., a business corporation organized under the laws of the State of Nevada ("GAMMNV"). The name of the surviving corporation into which GAMMFL plans to merge is GAMMNV.

1. GAMMFL and GAMMNV, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of GAMMNV be merged with and into a single corporation, to wit, GAMMNV, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of GAMMFL, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the

effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Nevada and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute and deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of this 23 day of December 2002.

GAMM INVESTMENT, INC., a Florida  
corporation

By: \_\_\_\_\_  
Miguel B. Fernandez, President

GAMM INVESTMENT, INC., a Nevada  
corporation

By: \_\_\_\_\_  
Miguel B. Fernandez, President