

Division of Corporations

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573511

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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(((H00000067344 2)))

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
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EFFECTIVE DATE

12/31/00

FILED

00 DEC 28 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 DEC 28 PM 4:27

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TALLARD TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

merger

S. PAYNE

DEC 29 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CARIBBEAN COMPUTER EXPORTS, INC., a Florida corporation, P94000052539

INTO

TALLARD TECHNOLOGIES, INC., a Florida entity, S73511.

File date: December 28, 2000 , effective December 31, 2000

Corporate Specialist: Susan Payne

301487-6013

12/28/00 16:57 Fl Dept of State

p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 2000

TALLARD TECHNOLOGIES, INC.
5201 BLUE LAGOON DRIVE
STE 700
MIAMI, FL 33126US

SUBJECT: TALLARD TECHNOLOGIES, INC.
REF: S73511

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the merging corporation is CARIBBEAN COMPUTER EXPORTS, INC. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H00000067344
Letter Number: 100A00064785

Fax Audit Number H00000067344 2

00 DEC 28 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER(Pursuant to §607.1101 and §607.1104 of
Florida Business Corporation Act)

EFFECTIVE DATE

12/31/00

1. Tallard Technologies, Inc. ("Tallard") and Caribbean Computer Exports, Inc. ("Caribbean"), both being validly and legally formed under the laws of the State of Florida have adopted a Plan of Merger. Tallard owns all of the outstanding shares of Caribbean and therefore Tallard is the parent corporation and Caribbean is the subsidiary corporation.

2. The name of the surviving corporation is Tallard Technologies, Inc.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes and is attached hereto as Exhibit "A".

4. The Plan of Merger will become effective on December 31, 2000.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

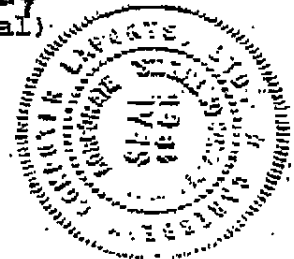
6. The Plan of Merger was adopted by the Board of Directors of Caribbean and Tallard on December 28, 2000.

7. Since this is a merger of a fully owned subsidiary into its parent, approval by the Shareholders of Caribbean and Tallard is not required.

8. The Plan of Merger calls for the cancellation of the issued shares of Caribbean, the subsidiary corporation. No additional shares in Tallard will be issued or distributed.

DATED: December 28, 2000.Caribbean Computer Exports,
Inc., a Florida corporationBy: [Signature]Name: Humberto C. Ovalle
Title: PRESIDENT
(Corporate Seal)

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Tallard Technologies, Inc.,
a Florida corporationBy: [Signature]Name: Joe M. Reiers
Title: Secretary
(Corporate Seal)

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PLAN OF MERGER

Plan of Merger dated December 28, 2000 between Tallard Technologies, Inc., a Florida corporation (hereinafter the "Surviving Corporation") and Caribbean Computer Exports, Inc., a Florida corporation (hereinafter the "Absorbed Corporation").

STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1935 N.W. 87th Avenue, Miami, FL 33172.

B. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 1935 N.W. 87th Avenue, Miami, FL 33172.

D. All outstanding shares of the Absorbed Corporation are held by the Surviving Corporation.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation which shall be the surviving corporation. On and after the Effective Date, the Surviving Corporation shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act, and the separate existence of the Absorbed Corporation shall cease. The Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

2. Effective Date. The merger shall be effective as of the 31st day of December, 2000. On or before that date, or as otherwise required by the Florida Business Corporation Act,

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Articles of Merger shall be filed with the Florida Secretary of State so as to reflect the merger.

3. Articles of Incorporation and Bylaws. On and after the Effective Date, the Articles of Incorporation and By-Laws of the Surviving Corporation shall be the same as the Articles of Incorporation and By-Laws of the Surviving Corporation immediately prior to the Effective Date.

4. Shares of stock of Absorbed Corporation. All outstanding shares of the Absorbed Corporation are held by the Surviving Corporation.

5. Cancellation of Shares. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Corporation shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. No additional shares of the common stock of the Surviving Corporation shall be issued.

6. Directors and Officers. The persons holding the offices of Director, President, Treasurer, Secretary and all other offices of the Surviving Corporation upon the Effective Date shall remain the Directors, the President, the Treasurer, the Secretary and the other officers of the Surviving Corporation, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships or offices in accordance with the By-Laws of the Surviving Corporation.

7. Filings with Florida Secretary of State. The Absorbed Corporation and the Surviving Corporation shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement before or after the approval of same by the shareholders and Directors of the Absorbed Corporation and the Surviving Corporation.

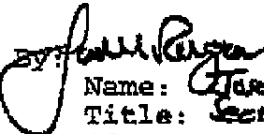
8. Abandonment of Merger. Notwithstanding the approval of this Agreement by the shareholders and Directors of the Absorbed Corporation and by the Directors of the Surviving Corporation, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Corporation and the Surviving Corporation authorized by their respective Boards of Directors.

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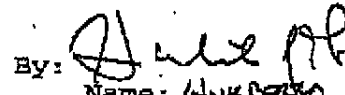
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IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Absorbed Corporation and the Surviving Corporation on the 28th day of December, 2000.

Tallard Technologies, Inc., a
Florida corporation

By: 
Name: Jose M. Picore
Title: Secretary
(Corporate Seal)

Caribbean Computer Experts
Inc., a Florida corporation

By: 
Name: Jose M. Picore
Title: President
(Corporate Seal)

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