

584987



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 217276 7135588

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pijet

ORDER DATE : April 26, 1999

ORDER TIME : 11:15 AM

ORDER NO. : 217276-005

CUSTOMER NO: 7135588

800002851678--1

CUSTOMER: Jonathan Feuerman, Esq
Therrel Baisden, P.a.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

ARTICLES OF MERGER

SORTEVER, LTD

INTO

SORTEVER LIMITED, INC.

FILED
99 APR 26 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
99 APR 26 PM 12:12

merger

4/27/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

SORTEVER, LTD., a nonqualified British Virgin Islands Corp.

INTO

SORTEVER LIMITED, INC., a Florida corporation, S84987

File date: April 26, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 78.75

FILED

ARTICLES OF MERGER

99 APR 26 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The undersigned corporations, SORTEVER LIMITED, INC., being validly and legally formed under the laws of the State of Florida, SORTEVER, LTD., being validly and legally formed under the laws of the British Virgin Islands, have adopted a Plan of Merger.

2. The name of the surviving corporation is SORTEVER LIMITED, INC. and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 850 Ocean Drive, Miami Beach, Florida 33139.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of SORTEVER LIMITED, INC., a Florida corporation on the 1ST day of April, 1999.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of SORTEVER, LTD., a British Virgin Islands corporation on the 1ST day of April, 1999.

8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:

Name of Corporation	Number of Outstanding Shares	Total Voted For	Total Voted Against
SORTEVER LIMITED, INC.	100	100	0
SORTEVER, LTD.	50,000	50,000	0

9. The Plan of Merger calls for cancellation of the issued shares of SORTEVER, LTD., a British Virgin Islands corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of SORTEVER LIMITED, INC., a Florida corporation, shall not be affected by this merger.

SORTEVER LIMITED, INC.

a Florida Corporation

By: [Signature]
Franco Godina, President

Attest: [Signature]
Massimo Barracca, Secretary

SORTEVER, LTD.

a B.V.I. Corporation

By: [Signature]
Franco Godina, President

Attest: [Signature]
Massimo Barracca, Secretary

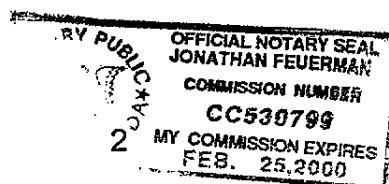
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, FRANCO GODINA, who acknowledged to and before me that he is President of SORTEVER LIMITED, INC., a Florida corporation, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of April, 1999.

[Signature]
Notary Public

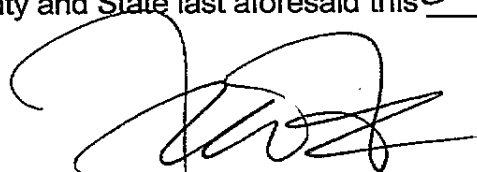
My Commission Expires:



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

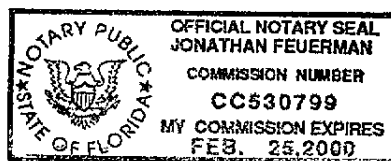
PERSONALLY, appeared before me, the undersigned authority, FRANCO GODINA, who acknowledged to and before me that he is President of SORTEVER, LTD., a British Virgin Islands corporation, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of April, 1999.



Notary Public

My Commission Expires:



W:\MILANO\SORTEVER\MERGER\ARTICLES.

PLAN OF MERGER

PLAN OF MERGER dated the 2nd day of April, 1999 between **SORTEVER LIMITED, INC.**, a Florida corporation and **SORTEVER. LTD.**, a corporation organized and existing under the laws of the British Virgin Islands, sometimes hereinafter collectively referred to as the "Constituent Corporations".

STIPULATIONS

A. **SORTEVER LIMITED, INC.** duly organized and existing under the laws of the State of Florida, having been incorporated on the 4TH day of October, 1991, has an authorized capital stock consisting of One Hundred (100) shares of \$1.00 Dollar par value, of which there are now issued and outstanding 100 shares of said stock with its principal office at 850 Ocean Drive, Miami Beach, Florida 33139.

B. **SORTEVER, LTD.** duly organized and existing under the laws of the British Virgin Islands, having been incorporated on the 28th day of April, 1992 has an authorized capital stock consisting of Fifty Thousand (50,000) shares of \$1.00 par value, of which there are now issued and outstanding 50,000 shares of said stock, with its principal office at Citgo Building, Wickhams Cay, Road Town, Tortola British Virgin Islands.

C. The boards of directors of the corporations hereto deem it desirable and in the best business interests of the corporations and their stockholders that **SORTEVER. LTD.**, be merged into **SORTEVER LIMITED, INC.**, a Florida corporation, pursuant to the provisions of Section 607.1101 et seq. 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 1986, as amended.

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

Section One. **Merger.** **SORTEVER. LTD.**, a British Virgin Islands corporation, shall merge with and into **SORTEVER LIMITED, INC.**, a Florida corporation, which shall be the surviving corporation. The surviving corporation shall be governed by the laws of the State of Florida.

Section Two. **Terms and Conditions.** On the effective date of the merger, the separate existence of the disappearing corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the disappearing corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the disappearing corporation, and neither the rights of creditors nor any liens on the property of the disappearing corporation shall be impaired by the merger.

Section Three. **Conversion of Shares.** The manner of converting the shares of the disappearing corporation into shares of the surviving corporation is as follows:

(a) Each share of \$1.00 par value common stock of SORTEVER. LTD. issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The shares of capital stock of the Surviving Corporation issued and outstanding shall be canceled and reissued proportionately to the shareholders of the Disappearing Corporation.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the disappearing corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the disappearing corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

Section Four. **Changes In Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. **Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the disappearing and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida, to consummate this merger.

Section Eight. **Approval by Stockholders.** This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such times as to which the boards of directors of the constituent corporations may agree.

Section Nine. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. **Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the disappearing corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the disappearing corporation on or before April 15, 1999.

(b) If, in the judgment of the board of directors of either the surviving or the disappearing corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

SORTEVER LIMITED, INC.
a Florida Corporation

By: 
Franco Godina, President

Attest: 
Massimo Barracca, Secretary

SORTEVER, LTD.
a B.V.I. Corporation

By: 
Franco Godina, President

Attest: 
Massimo Barracca, Secretary