

Y01933

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sunch, Inc.

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*****78.75 *****78.75

RECEIVED

98 OCT -8 AM 10:09

DIVISION OF CORPORATION

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
98 OCT -8 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 11/17



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 8, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: SUNCL, INC.
Ref. Number: V01933

RECEIVED
98 NOV 17 AM 10:32
DIVISION OF CORPORATIONS

We have received your document for SUNCL, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You cannot use the form for "cross entity" corporations to file your merger. Please resubmit using guidelines pursuant to 607.1107 Florida statutes.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 298A00050179

Corrected

A hand-drawn smiley face consisting of a circle with two dots for eyes and a curved line for a mouth.

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNCL, INC., a Florida corporation, V01933

INTO

SUNCL, INC.. a Delaware corporation not qualified in Florida

File date: October 8, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
OF

SUNCL, INC.

FILED
98 OCT-8 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 607.1104 and 607.1105 of the Florida Statutes: ---

FIRST:

The Board of Directors of SUNCL, Inc., a Florida corporation with a principle address of 7694 SW 104th Street, Suite 210, Miami, Florida 33156, and the Board of Directors of SUNCL, Inc., a Delaware corporation with a principal address at c/o Incorporating Services, Inc., 15 East North Street, Dover, Delaware 19901, each have approved the following Plan of Merger.

PLAN OF MERGER

1. Name of the Parties. SUNCL, Inc. a Florida corporation (the "Parent"), shall be merged with and into SUNCL, Inc., a Delaware corporation (the "Subsidiary").
2. Terms and Conditions of the Merger. Upon the effective date of the merger, the Parent shall cease to exist and the Subsidiary shall be the surviving corporation, assuming all obligations and obtaining all rights of the Parent. The Subsidiary shall have the same amount of capital stock issued and outstanding as the Parent had at the effective date of the merger (other than 100 shares of Common Stock issued to the Parent which will transfer to the name of the Subsidiary), the same officers and directors of the Parent and the same general corporate purpose as the Parent.
3. Conversion of Capital Stock. Upon the effective date of the merger, each issued and outstanding share of the Parent's capital stock will constitute and be exchangeable for one equivalent share of the Subsidiary's capital stock. The Subsidiary shall issue one share of its capital stock to the holders of each share of the Parent's capital stock upon the surrender of any certificates therefor to Subsidiary.
4. Dissenters Right. Any shareholders of the Subsidiary, who except for the applicability of Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the FBCA, may be entitled if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair market value of their shares.
5. Amendments to Articles of Incorporation of Surviving Corporation. None.

SECOND:

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

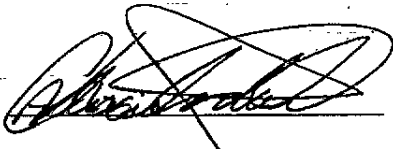

THIRD:

Since SUNCL, Inc. (FL) owns 100% of the outstanding shares of each class of capital stock of SUNCL, Inc. (DE), pursuant to Section 607.1104 of the FBCA, shareholders approval of the merger is not required.

FOURTH:

The Plan of Merger was adopted by the Board of Directors of SUNCL, Inc. (FL) and the Board of Directors of SUNCL, Inc. (DE) on September 10, 1998.

Signatures for Each Party:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Name and Title of Individual</u>
<u>SUNCL, INC. (DE)</u> Surviving Corporation		<u>Alexis Christodoulou</u> President
<u>SUNCL, INC. (FL)</u>		<u>Alexis Christodoulou</u> President