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MERGER OR SHARE EXCHANGE

PARUSA INVESTMENT CORP.

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Merger
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ARTICLES OF MERGER OF PARUSA INVESTMENT CORP.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are SIXTA FINANCIAL, INC., a Florida corporation, and PARUSA INVESTMENT CORP., a Florida corporation. PARUSA INVESTMENT CORP., is the surviving corporation.

2. On November 30, 2003, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: a unanimous vote of the shareholders of each of the corporations.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
SIXTA FINANCIAL, INC.	600	Common	600
PARUSA INVESTMENT CORP.	1,000	Common	1,000

4. As to each of the undersigned corporations, the total number of shares votes for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Voted For/Against	Class	Voted For/Against
SIXTA FINANCIAL, INC.	600/0	Common	600/0
PARUSA INVESTMENT CORP.	1,000/0	Common	1,000/0

Dated: November 30, 2003

SIXTA FINANCIAL, INC., a Florida corp.

By: Roland Rothpletz, President

PARUSA INVESTMENT CORP., a Florida corp.

By: Roland Rothpletz, President

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AGREEMENT AND PLAN OF MERGER

Between

SIXTA FINANCIAL, INC.

(a Florida corporation)

and

PARUSA INVESTMENT CORP.

(a Florida corporation)

This Agreement and Plan of Merger is made and entered into as of the __ day of November, 2003, by and between **SIXTA FINANCIAL, INC.**, a Florida corporation (hereinafter referred to as "SIXTA"), and **PARUSA INVESTMENT CORP.**, a Florida corporation (hereinafter referred to as "PARUSA" or as the "Surviving Corporation"); **SIXTA** and **PARUSA** are sometimes hereinafter collectively referred to as the "Constituent Corporations".

WITNESETH:

WHEREAS, the total number of shares which **SIXTA** has authority to issue is 600 shares of common stock, \$1.00 par value (such stock being hereinafter referred to as "SIXTA Stock"), of which 600 shares are issued and outstanding; and

WHEREAS, the total number of shares which **PARUSA** has authority to issue is 1,000 shares of common stock, \$1.00 par value (such stock being hereinafter referred to as "PARUSA Stock"), of which 1,000 shares are issued and outstanding; and

WHEREAS, the board of directors of each of the Constituent Corporations deem it advisable that **SIXTA** be merged into **PARUSA** in a transaction intended to qualify under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that **SIXTA** be merged into **PARUSA** on the terms and conditions hereinafter set forth, in accordance with the laws of the State of Florida which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, **SIXTA** and **PARUSA**, by their respective boards of directors, have agreed, and do hereby agree, each with the other as follows:

1. **SIXTA** shall be merged into **PARUSA**, the Surviving Corporation.
2. The merger shall become effective pursuant to the laws of the State of Florida upon filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Date"). At the Effective Date:

A. The two Constituent Corporations shall be a single corporation, which shall be **PARUSA INVESTMENT CORP.**, the Surviving Corporation, and the separate existence of **SIXTA** shall cease;

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B. PARUSA shall possess all of the rights, privileges, immunities and franchises, both public and private, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger;

C. PARUSA shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger;

D. The by-laws of PARUSA shall be the by-laws of the Surviving Corporation; and

E. The directors and officers of the Surviving Corporation shall be as follows:

Roland Rothpletz

President/Director

F. All of the issued and outstanding shares of SIXTA shall be canceled automatically without any action on the part of the holder of any shares of SIXTA or PARUSA.

3. The Certificate of Incorporation of PARUSA shall not be amended in any respect by reason of this Agreement, and said Certificate of Incorporation shall constitute the Certificate of Incorporation of the Surviving Corporation until altered, amended, restated or repealed in the manner provided by law.

4. All legal, accounting and other costs incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the parties incurring such expenses.

5. The principal office of the Surviving Corporation shall be 15300 Park of Commerce Blvd., Jupiter, Florida 33478. The registered agent of the Surviving Corporation shall be Marian Pearlman Nease, 350 E. Las Olas Blvd., Suite 1000, Fort Lauderdale, Florida 33301.

6. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of SIXTA, then the proper officers and directors of SIXTA shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement. Without limiting the foregoing, the parties to this Agreement intend that any and all distributions of assets and other properties pursuant to this Agreement shall be completed no later than July 31, 2004.

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7. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time, provided that the Articles of Merger shall not have been filed with the Secretary of the State of Florida.

8. This Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which, taken together, shall constitute one and the same instrument.

9. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective officers thereunto duly authorized as of the day and year first above written.

SIXTA FINANCIAL, INC.

BY: [Signature]
Roland Rothpletz, President

PARUSA INVESTMENT CORP.

BY: [Signature]
Roland Rothpletz, President

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