

V74005

OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

July 25, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG -1 PM 3:49

*Russell C. Weigel, III
Of Counsel

*Admitted in the
District of Columbia,
Florida & New York

Via UPS

Florida Department of State
Division of Corporations
Merger Section
409 E. Gaines Street
Tallahassee, Florida 32399

100004500061--8
-07/26/01--01061--001
*****43.75 *****43.75

Re: Merger Filing and Request for Certified Copy

Ladies and Gentlemen:

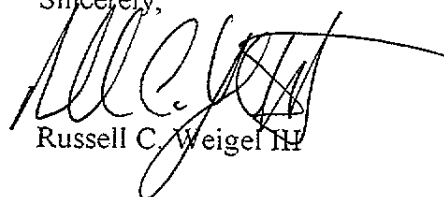
100004500061--8
-08/08/01--01101--014
*****35.00 *****35.00

1. We file the Articles of Merger of Ivenco, Inc. and Transworld Investment Corporation.
2. We request one (1) certified copy of the above record.

Enclosed are our check in the amount of \$43.75 (\$35 for filing fees, \$8.75 for copy fee) and a prepaid, self addressed UPS air bill for your use in returning the requested document.

If you have any questions, please contact me.

Sincerely,


Russell C. Weigel III

Enc. Document
Check
UPS Envelope

F:\DIO\TWI-IVENCO MERGER\Fla.Div.Corp.Filing.doc

*Russell Weigel gave authorization
to add SH approval. 8/8 JB*

Menger

V. SHEPARD AUG 9 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

IVENCO, INC., a Florida corporation V74005

INTO

TRANSWORLD INVESTMENT CORPORATION. a Delaware entity not qualified
in Florida

File date: August 1, 2001

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 2, 2001

RUSSELL C. WEIGEL III
777 BRICKELL AVE., STE. 1070
MIAMI, FL 33131

COPY

SUBJECT: IVENCO, INC.
Ref. Number: V74005

We have received your document for IVENCO, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please entitle your document "Articles and Plan of Merger".

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 601A00044573

Rec'd 8/8

LAW OFFICES
MONTELLO & KENNEY, P.A.

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*Russell C. Weigel, III
Of Counsel

*Admitted in the
District of Columbia,
Florida & New York

August 7, 2001

Via UPS

Florida Department of State
Division of Corporations
Merger Section
409 E. Gaines Street
Tallahassee, Florida 32399
ATTN: Ms. Velma Shepard

Re: Corrected Merger Filing and Request for Certified Copy

Dear Ms. Shepard:

On July 26, 2001, the Division of Corporations received our Articles of Merger of Ivenco, Inc. and Transworld Investment Corporation. The proposed effective date of the merger was August 1, 2001.

The Division rejected our filing with comments and requested an additional fee. The Division's Letter is Number 601A00044573 (copy attached). We did not receive the Division's Letter until August 6, 2001.


On August 6, 2001, I spoke with you by telephone. You authorized us to obtain a backdated effective date for the merger of August 1, 2001, provided we made our request in writing.

Accordingly, enclosed please find our corrected Articles and Plan of Merger and additional fee of \$35.00. We request one (1) certified copy of the filed Articles and Plan of Merger. Also enclosed is a prepaid, self addressed UPS air bill for your use in returning the requested document.

Re: Ivenco, Inc.
August 7, 2001
Page 2

If you have any questions, please contact me.

Sincerely,



Russell C. Weigel III

Enc. Articles and Plan of Merger
Copy of Div. of Corp.'s Letter
Check
UPS Envelope

F:\Dlo\TWI-IVENCO MERGER\Fla.Div.Corp.Filing2.doc

**ARTICLES AND PLAN OF MERGER
OF
IVENCO, INC.,
A FLORIDA CORPORATION,
INTO
TRANSWORLD INVESTMENT CORPORATION,
A DELAWARE CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG -1 PM 3:45

Pursuant to Sections 607.1101 through 607.1107 of the Florida Business Corporation Act, Ivenco, Inc., a Florida corporation ("Ivenco"), and Transworld Investment Corporation, a Delaware corporation ("TIC"), hereby adopt the following Articles and Plan of Merger (hereafter "Articles of Merger") for the purpose of merging Ivenco into TIC (the "Merger"):

FIRST: The Agreement and Plan of Merger, dated June 21, 2001 (the "Agreement"), generally provides:

1. The name of the merging company is Ivenco, Inc., a Florida corporation, and the name of the surviving corporation is Transworld Investment Corporation, a Delaware corporation.
2. On the date hereof, (i) there are 1,400,303 shares of Ivenco outstanding representing 100 percent of the interest in Ivenco; and (ii) there are 744,444 shares of TIC outstanding representing 100 percent of the interest in TIC. Upon the effectiveness of the Merger, each share of Ivenco shall be converted into 4.555 shares of common stock, par value \$.01 per share, of TIC. The certificate of incorporation of TIC, as amended and restated, shall be the certificate of incorporation of the surviving corporation.
3. The Merger shall be effected by the filing of a certificate of merger with the Delaware Secretary of State. Upon the effectiveness of the Merger, each outstanding share of Ivenco, as shown on the books and records of Ivenco, shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into 4.555 shares of Common Stock of TIC.

SECOND: The Agreement was approved on July 25, 2001 by a majority in interest of the shareholders of Ivenco in accordance with Sections 607.1101 and 607.1103 of the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

THIRD: The Agreement was approved on July 25, 2001 by a majority in interest of the shareholders of TIC in accordance with the applicable laws of the State of Delaware.


FOURTH: TIC is the surviving corporation.

1. The address of TIC is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808.
2. TIC is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of Ivenco.
3. TIC has agreed to promptly pay to the dissenting members of Ivenco, if any, the amount, if any, to which such dissenting members are entitled under Sections 607.1301, 607.1302, and 607.1320 of the Florida Business Corporation Act.


FIFTH: The effective date of the Merger is August 1, 2001.

IN WITNESS WHEREOF, Ivenco, Inc. and Transworld Investment Corporation, have caused these Articles of Merger to be executed in their respective names and on their behalf by their respective authorized persons on the 25th day of July, 2001.

IVENCO, INC.

By: 
Ernest M. Halpryn
President

**TRANSWORLD INVESTMENT
CORPORATION**

By: 
Ernest M. Halpryn,
President