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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coullotte DEC 31 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. 072100000032

REFERENCE 371428 *Patricia P. Gault* 4144A

AUTHORIZATION

COST LIMIT \$ 70.00

ORDER DATE : December 22, 20

ORDER TIME : 8:50 AM

ORDER NO. : 371428-005

CUSTOMER NO: 4144A

CUSTOMER: Steven H. Hagen, Esq.
Holland & Knight LLP
Suite 3000
701 Brickell Avenue
Miami, FL 33131

ARTICLES OF INCORPORATION

NERA AMERICUS

INTERNATIONAL

NERA AMERICAS

PLEASE RETURN THE FOLLOWING AS OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

NERA AMERICAS INC. Florida corporation

NERA AMERICAS, II Texas corporation

FILED
03 DEC 31 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department State
of the State of Florida

Pursuant to the provisions of Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein names do hereby submit the following Articles of Merger:

1. The names of the merging business corporations are NERA AMERICAS INC., a business corporation organized under the laws of the State of Florida on January 28, 1998, Florida Document No. P98-1234567890 and NERA AMERICAS, INC., a business corporation organized under the laws of the State of Texas on August 27, 2003 ("Nera Texas"). Nera Texas is not authorized to transact business in the State of Florida.

2. The Agreement and Plan of Merger between Nera Florida and Nera Texas (the "Agreement and Plan of Merger"), merging Nera Florida into Nera Texas, substantially in the form attached hereto as Exhibit "A", was unanimously approved by the Board of Directors and the sole shareholder of each of Nera Florida and Nera Texas on November 18, 2003.

3. The number of shares of Nera Florida which were entitled to vote at the time of the approval of the Agreement and Plan of Merger by its sole shareholder is 1,000, all of which are of one class and the sole shareholder entitled to vote approved the Agreement and Plan of Merger pursuant to its written consent; and the number of shares represented by the sole shareholder's consent is 1,000. The date of said consent and approval was November 18, 2003.

4. The number of shares of Nera Texas which were entitled to vote at the time of the approval of the Agreement and Plan of Merger by its sole shareholder is 1,000, all of which are of one class and the sole shareholder entitled to vote approved the Agreement and Plan of Merger pursuant to its written consent; and the number of shares represented by the sole shareholder's consent is 1,000. The date of said consent and approval was November 18, 2003.

5. The applicable provisions of Nera Florida and Nera Texas relating to the merger of Nera Florida into Nera Texas are now in the process of being amended.

laws of the jurisdiction of organization the merger of Nera Florida with and has been amended to comply with.

6. Nera Texas will continue to exist under the name "NERA AMERICAS, II" pursuant to the provisions of the Texas Business Corporation Act.

existence as the surviving corporation pursuant to the provisions of the Texas Business Corporation Act.

7. The effective date of merger shall be upon the filing of same with the Florida Secretary of State.

in provided for in the State of Florida in the Secretary of State.

Dated this 18 day of November, 2003.

NERA AMERICAS, INC., a Florida corporation

By
Name
Title

Willy Cain
Willy Cain
President

NERA AMERICAS, INC., a Texas corporation

By
Name
Title

Willy Cain
Willy Cain
President

AGREEMENT AND PLAN OF MERGER

BETWEEN

NERA AMERICAS II, a Florida corporation

NERA AMERICAS, I, a Texas corporation

A. CORPORATIONS PARTICIPATING IN THE MERGER.

NERA AMERICAS, INC., a Texas corporation (the "Surviving Corporation") and NERA AMERICAS INC., a Florida corporation (the "Disappearing Corporation").

B. NAME OF SURVIVING CORPORATION.

After the Merger, the Surviving Corporation shall continue to have the name "NERA AMERICAS, INC."

The Surviving Corporation shall continue to be incorporated under and governed by the laws of the State of Texas.

The principal business office of the Surviving Corporation shall continue to be:

Preston Park Financial Center West
4975 Preston Park Blvd.
Plano, Texas 75093

C. MERGER

Pursuant to the terms and conditions of this Agreement ("Agreement"), the Disappearing Corporation will merge into the Surviving Corporation ("Merger"). Upon the Merger becoming effective, the corporate existence of the Surviving Corporation shall continue, the Surviving Corporation shall succeed to all rights, assets, liabilities and obligations of the Disappearing Corporation, and the separate corporate existence of the Disappearing Corporation shall cease. The time when the Merger becomes effective is hereinafter referred to as the "Effective Date."

D. CONVERSION OF OUTSTANDING STOCK.

At the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof each share of capital stock of the Disappearing Corporation on the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled.

E. CERTIFICATE OF INCORPORATION AND BYLAWS.

The Certificate of Incorporation and Bylaws of the Surviving Corporation following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Certificate of Incorporation shall be separate and distinct from the Certificate of Incorporation of the Surviving Corporation separate and distinct from this Agreement and Plan of Merger and may be separately certified to the Certificate of Incorporation of the Surviving Corporation.

F. TAX FREE REORGANIZATION

It is intended by the Disappearing Corporation and the Surviving Corporation that the Merger qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and that this Agreement constitute a plan of reorganization.

F. GOVERNING LAW

This Agreement and Plan of Merger shall be governed by the laws of the State of Texas.

G. COUNTERPARTS.

This Agreement and Plan of Merger shall be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this
executed by the parties by their duly
day of November, 2003.

ment and Plan of Merger has been
ized officers this 18th

S. _____ ing Corporation:
N. _____ AMERICAS, INC.

B. _____ Billy Cain
N. _____ Billy Cain
T. _____ resident

D. _____ aring Corporation:
N. _____ AMERICAS INC.

By _____ Billy Cain
Name _____ Billy Cain
Title _____ resident

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