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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

KRIM ASSOCIATES, INC., A NEW YORK CORPORATION NOT QUALIFIED IN
FLORIDA

INTO

KRIM ASSOCIATES OF FLORIDA, INC., a Florida entity, P01000032022

File date: November 19, 2002

Corporate Specialist: Pamela Smith

KRIM ASSOCIATES OF FLORIDA, INC

107 Victoria Bay court

Palm Beach Gardens, FL 33418

914) 552-2440 -

To: Divisions Of Corporations
Florida Department Of States

Re: Merger Of Krim Associates Of Florida, Inc &
Krim Associates, Inc.

Please find enclosed Articles of Merger and Plan of Merger for Krim
Associates of Florida, Inc. and Krim Associates, Inc.

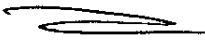
Also find enclosed my check for \$113.75, representing the filing fee of
\$70.00 and \$43.75 for a 5 page certified copy.

Should you have any questions, please contact me at 561 622 4473.
Thank you for your consideration of this matter.

Sincerely;



Richard Krim, President

11/15/02


ARTICLES OF MERGER
(Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
KRIM ASSOCIATES OF FLORIDA, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
KRIM ASSOCIATES, INC.	NEW YORK
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 12, 2002

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 12, 2002

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

KRIM ASSOCIATES
OF FLORIDA, INC.

Shel Ken Pte.

RICHARD KRIM, PRESIDENT

KRIM ASSOCIATES, INC.

Robert Kim Pires

RICHARD KRIM, PRESIDENT

PLAN OF MERGER

Agreement of Merger and Plan of Reorganization dated November 12, 2002 by and between KRIM ASSOCIATES, INC., a New York corporation (hereinafter called "KA") and KRIM ASSOCIATES OF FLORIDA, INC., a Florida corporation (hereinafter called "KRIM ASSOCIATES OF FLORIDA, INC.").

WHEREAS:

1. The Boards of Directors of KA and KRIM ASSOCIATES OF FLORIDA, INC. have resolved that KA be merged pursuant to the Corporation Law of the State of New York and the Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, KRIM ASSOCIATES OF FLORIDA, INC., which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of KA consists of 200 shares of Common Stock with a par value of \$ NO PAR per share (hereinafter called "KA Common Stock"), of which 200 shares are issued and outstanding;
3. The authorized capital stock of KRIM ASSOCIATES OF FLORIDA, INC. consists of 200 shares of Common Stock with a par value of \$ NO PAR per share (hereinafter called "KRIM ASSOCIATES OF FLORIDA, INC. Common Stock"), 200 shares of which are issued and outstanding; and
4. The respective Boards of Directors and Shareholders of KA and KRIM ASSOCIATES OF FLORIDA, INC. have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida and the Business Corporation Law of the State of New York that KA shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, KRIM ASSOCIATES OF FLORIDA, INC., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Effects of Merger

1.1 Filing of Certificate of Merger; Effective Date. The Articles of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of New York. Such filings shall be made on the same day. The Merger shall become effective on the signing of this Agreement, or otherwise as provided by law, which date and time are herein referred to as the "Effective Date."

1.2 Certain Effects of Merger. On the Effective Date, the separate existence of KA shall cease, and KA shall be merged into KRIM ASSOCIATES OF FLORIDA, INC. which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of KA; and all and singular, the rights, privileges, powers, and franchises of KA, and all property, real, personal, and mixed, and all debts due to KA on whatever account, as well for stock subscriptions and all other things in action or belonging to KA, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of KA, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New York or any other jurisdiction, in KA, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of KA shall be preserved unimpaired, and all debts, liabilities, and duties of KA shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of KA or the corresponding officers of the Surviving Corporation, may, in the name of KA, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all KA's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be KRIM ASSOCIATES OF FLORIDA, INC.

2.2 Article of Incorporation. The Article of Incorporation of KRIM ASSOCIATES OF FLORIDA, INC. as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Article of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of KRIM ASSOCIATES OF FLORIDA, INC., as in effect immediately before the Effective Date, shall from and after the Effective Date be,

and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of KA and the nature and amount of securities of KRIM ASSOCIATES OF FLORIDA, INC. which the holders of shares of KA Common Stock are to receive in exchange for such shares are as follows:

3.1 KA Common Stock. Each one share of KA Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of KRIM ASSOCIATES OF FLORIDA, INC. Common Stock, and outstanding shares of KA Common Stock shall thereafter represent shares of KRIM ASSOCIATES OF FLORIDA, INC. Common Stock.

4. Miscellaneous

4.1. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by KRIM ASSOCIATES, INC. and KRIM ASSOCIATES OF FLORIDA, INC. all on the date first above written.

ATTEST:



Secretary


(SEAL)

KRIM ASSOCIATES, INC.

By: 

President

ATTEST:



Secretary

(SEAL)

KRIM ASSOCIATES OF FLORIDA, INC.

By: 

President