

P02 000003258

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MERGER OR SHARE EXCHANGE

A.F.P. OF NORTH AMERICA, INC.

Certificate of Status	0
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Merger

03/06/02 DC

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

A.F.P. OF NORTH AMERICA, INC., a New York corporation not qualified to transact business in the State of Florida.

INTO

A.F.P. OF NORTH AMERICA, INC., a Florida entity, P02000003258.

File date: March 5, 2002

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
A.F.P. OF NORTH AMERICA, INC.
(a New York corporation)
INTO
A.F.P. OF NORTH AMERICA, INC.
(a Florida corporation)

FILED
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Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** A.F.P. OF NORTH AMERICA, INC., a New York corporation ("Acquisition") shall be merged (the "Merger") with and into A.F.P. OF NORTH AMERICA, INC., a Florida corporation ("AFP"). Acquisition and AFP are sometimes hereinafter collectively referred to as the "Constituent Corporations." AFP shall be the surviving corporation to the Merger (the "Surviving Corporation"). The Merger shall be effective on the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of AFP, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, AFP shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Acquisition's common stock, no par value ("Common Stock") shall be converted into the consideration set forth in Section 2.1 and 2.2 of the Agreement and Plan of Merger (the "Plan of Merger") between Acquisition and AFP.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

THIRD: The Plan of Merger was adopted by the board of directors of Acquisition and AFP on the 10th day of January, 2002, and all of the shareholders of Acquisition and AFP on the 10th day of January, 2002.

Robert J. Burnett, Esq.
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MAR. 5.2002 4:19PM BECKER & POLIAKOF

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Signed this 10 day of January 2002.

A.F.P. OF NORTH AMERICA, INC.,
a New York corporation

By: Mikhail Avrutin
Its: President, Mikhail Avrutin

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A.F.P. OF NORTH AMERICA, INC.
a Florida corporation

By: Mikhail Avrutin
Its: President, Mikhail Avrutin

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