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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MENIN SURVIVOR CORPORATION

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$87.50

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M. Ives
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07/03/2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

MENIN DEVELOPMENT COMPANIES, INC., a New York corporation qualified in
Florida, #F98000005105

INTO

MENIN SURVIVOR CORPORATION, a Florida entity, P02000063486

File date: July 3, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 2, 2002

MENIN SURVIVOR CORPORATION
C/O MENIN DEVELOPMENT COMPANIES INC.
201 N. U.S. HIGHWAY 1 - SUITE D-5
JUPITER, FL 33477

SUBJECT: MENIN SURVIVOR CORPORATION
REF: P02000063486

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct the corporate name (MENIN DEVELOPMENT COMPANIES, INC.) shown in the last paragraph of the PLAN OF MERGER.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000160067
Letter Number: 902A00041910

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF MERGER UNDER SECTION 607.1105, FLORIDA STATUTES
AND CERTIFICATE OF MERGER UNDER SECTION 904 OF THE BUSINESS
CORPORATION LAW OF NEW YORK**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S., and the New York Business Corporation Law, pursuant to section 904 thereof:

First: The name, jurisdiction and date of filing of articles of incorporation of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Filing of Articles of Incorporation</u>
Menin Survivor Corporation	Florida	June 7, 2002

Second: The name, jurisdiction and date of filing of certificate of incorporation of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Filing of Certificate of Incorporation</u>
Menin Development Companies, Inc.	New York	June 27, 1986

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Departments of State of Florida and New York.

Fifth: Adoption of Merger by surviving corporation:

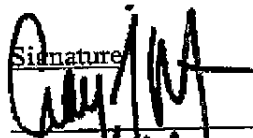

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 20, 2002.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on May 20, 2002.

Seventh: The merger or consolidation is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith.

Eighth: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Menin Survivor Corporation		Craig Menin, President
Menin Development Companies, Inc.		Craig Menin, President

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and section 902 of the New York Business Corporation Law and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name, jurisdiction and designation and number of outstanding shares of each class and series of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Designation and Number of Outstanding Shares of Each Class and Series</u>
Menin Survivor Corporation	Florida	100 Shares-Common Stock (Voting)

Second: The name, jurisdiction and designation and number of outstanding shares of each class and series of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Designation and Number of Outstanding Shares of Each Class and Series</u>
Menin Development Companies, Inc.	New York	100 Shares-Common Stock (Voting)

Third: The terms and conditions of the merger are as follows:

The stockholders of Menin Development Companies, Inc. shall receive 1 (one) share of stock of Menin Survivor Corporation for each share of Menin Development Companies, Inc. which they own, and the stock of Menin Development Companies, Inc. shall be canceled.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shareholders of Menin Development Companies, Inc. shall receive certificates for the shares of stock of Menin Survivor Corporation to which they are entitled under the Plan upon surrender of their certificates of stock of Menin Development Companies, Inc. to Menin Survivor Corporation.

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