



PO2000089718

FILED
AUG 30 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 725542 4730365
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : August 29, 2002
ORDER TIME : 9:29 AM
ORDER NO. : 725542-005
CUSTOMER NO: 4730365

Merger

700007449077-5

CUSTOMER: Randall J. Perry, Esq
Randall J. Perry, Esq
44 Union Avenue
P.O. Box 108
Rutherford, NJ 07070

ARTICLES OF MERGER

GRAN RESERVE CORPORATION

INTO

GRAN RESERVE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS: _____

RECEIVED
02 AUG 30 AM 10:31
PLAIN STAMPED COPY
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00710
**00250, 00277, 00671*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GRAN RESERVE CORPORATION, a Nevada corporation not authorized to
transact business in Florida

INTO

GRAN RESERVE CORPORATION, a Florida entity, P02000089718.

File date: August 30, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 30, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: GRAN RESERVE CORPORATION
Ref. Number: P02000089718

We have received your document for GRAN RESERVE CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 402A00050704

RECEIVED
02 AUG 30 PM 4:48
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 3, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: GRAN RESERVE CORPORATION
Ref. Number: P02000089718

RESUBMIT

Please give original
submission date as file date

RECEIVED
02 SEP -6 AM 8:49

We have received your document for GRAN RESERVE CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger should include 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.

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) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 602A00050801

ARTICLES OF MERGER

OF

GRAN RESERVE CORPORATION
(a Nevada Corporation)

AND

GRAN RESERVE CORPORATION
(a Florida Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 30 PM 4: 31

FILED

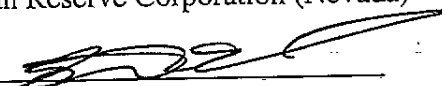
To the Secretary of State
State of Florida

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

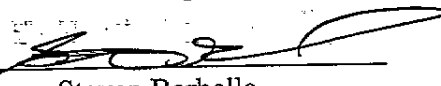
1. Annexed hereto and made a part hereof is the Plan of Merger for merging Gran Reserve Corporation (Nevada) with and into Gran Reserve Corporation (Florida).
2. The merger of Gran Reserve Corporation (Nevada) with and into Gran Reserve Corporation (Florida) is permitted by the laws of Nevada being the jurisdiction of organization of Gran Reserve Corporation (Nevada) and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Gran Reserve Corporation (Nevada) was July 25, 2002.
3. The shareholders of Gran Reserve Corporation (Florida) entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on July 25, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective time and date of the merger herein provided for in the State of Florida shall be the later of July 30, 2002, or the date that the Articles of Merger are accepted for filing by the Secretary of State, State of Florida.

Executed on July 25, 2002

Gran Reserve Corporation (Nevada)

By 
Name: Steven Barbella
Capacity: President

Gran Reserve Corporation (Florida)

By 
Name: Steven Barbella
Capacity: President

PLAN OF MERGER adopted for Gran Reserve Corporation, a business corporation organized under the laws of the State of Nevada, by resolution of its Board of Directors on July 25, 2002, and adopted for Gran Reserve Corporation, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on July 25, 2002. The names of the corporations planning to merge are Gran Reserve Corporation, a business corporation organized under the laws of the State of Nevada, and Gran Reserve Corporation, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Gran Reserve Corporation (Nevada) plans to merge is Gran Reserve Corporation (Florida).

1. The address of Gran Reserve Corporation in Nevada is c/o The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada 89501, its place of organization is the State of Nevada, and its governing law is the Nevada Revised Statutes. The address of Gran Reserve Corporation (Florida) is 7601 NW 68th Street, No. 128, Miami, Florida, its place of organization is the State of Florida, and its governing law is Florida Revised Statute.

2. Gran Reserve Corporation (Nevada) and Gran Reserve Corporation (Florida), shall, pursuant to the provisions of the Nevada Revised Statutes and the provision of laws of the jurisdiction of organization of Gran Reserve Corporation (Florida), be merged with and into a single corporation, to wit, Gran Reserve Corporation (Florida), which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of Florida being its jurisdiction of organization. The separate existence of Gran Reserve Corporation (Nevada), which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease when the merger becomes effective in accordance with the laws of the jurisdiction of its organization.

3. The Articles of Incorporation of the surviving corporation when the merger becomes effective shall be the Articles of Incorporation of said surviving corporation and the said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the laws of its jurisdiction of organization.

4. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of its jurisdiction of organization.

The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold office until their respective successors are elected or appointed and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Because the identity of the shareholder of each of the surviving corporation and non-surviving corporation are the same, said shareholder has waived and relinquished its right to a stock conversion into stock of the surviving corporation and therefore each issued share of stock of the non-surviving corporation when the merger becomes effective shall not be converted into one share of stock of the surviving corporation. The issued shares of stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger becomes effective shall continue to represent one issued share of stock of the surviving corporation.

7. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Nevada Revised Statutes and by the laws of Florida, such being the jurisdiction of organization of the surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the stockholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Nevada Revised Statutes.

8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the Nevada Revised Statutes, and in the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the surviving corporation in the manner prescribed by the laws of the jurisdiction of its organization, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Nevada and of the State of Florida, and, that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Gran Reserve Corporation (Nevada)

By [Signature]
Steven Barbella

By [Signature]
John Dolan

Gran Reserve Corporation (Florida)

By [Signature]
Steven Barbella

By [Signature]
Jose Cohen