

cf 9/11/95

HANNOCH WEISMAN

A PROFESSIONAL CORPORATION

Florida Secretary of State
August 30, 1995
Page 2

Kindly stamp the enclosed copy "Filed" and return to me by overnight mail charging your federal express fees to our account no. 0071-4067-3. Also enclosed is my check in the amount of \$140.00 representing your filing fees. Please note that although the Articles of Incorporation is a fax copy the signature thereon is an original signature. If you should have any questions, please feel free to contact me.

Very truly yours,

HANNOCH WEISMAN

By



Sandra L. Cohen

SLC:to

cc: Mr. Barry Sziklay/w/encls.
Mr. David Schloss/w/encls.

EFFECTIVE DATE

8/31/93

HENNICK-

3057474772: 2

ARTICLES OF INCORPORATION
OF
ALL STEP SALES AND MARKETING, INC.

FILED
STATE
CORPORATIONS

95 SEP -1 PM 3:07

Signed by the undersigned for the purpose of forming a corporation under the Florida Business Corporation Act.

FIRST: The name of the corporation is ALL STEP SALES AND MARKETING, INC.

SECOND: The purposes for which this corporation is organized are to engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

THIRD: The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares without nominal or par value.

FOURTH: The address of the corporation's initial registered office and the name of the corporation's initial registered agent at such address are Leslie Schloss, 4700 Hiatus Road, Suite 357, Sunrise, Florida 33351. The principal office is the same.

FIFTH: The number of directors constituting the first Board of Directors is two, and the name and address of the persons who are to serve as such directors are:

David Schloss

Leslie Schloss

SIXTH: The name and address of the incorporator is Leslie Schloss, 4700 Hiatus Road, Suite 357, Sunrise, Florida 33351.

SEVENTH: The effective date of this certificate shall be August 31, 1995.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this ___ day of August 29, 1995.

Leslie Schloss, Incorporator
Leslie Schloss, Incorporator

Acceptance by the registered agent as required in section 607.0501(3): Leslie Schloss is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: August 29, 1995

Leslie Schloss, Agent
Leslie Schloss, Agent

P9500069764

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALL STEP SALES AND MARKETING, INC., a New Jersey corporation (not
qualified to transact business in Florida)

INTO

ALL STEP SALES AND MARKETING, INC., a Florida corporation,
P95000069764.

File date: September 1, 1995

Corporate Specialist: Louise Flemming-Jackson

P95000069764

HANNOCH WEISMAN

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW

4 BECKER FARM ROAD
ROSELAND, NEW JERSEY 07068-3788

(201) 535-5300

FACSIMILE

(201) 994-7198

N.Y. TELEPHONE

(212) 738-3258

PLEASE REPLY TO:
P.O. BOX 1040
NEWARK, NJ 07101-9819

WRITER'S DIRECT LINE:

(201) 535-5484

August 30, 1995

Via Airborne Express

Florida Secretary of State's Office
Division of Corporate Recording
409 East Gaines Street
Tallahassee, Florida 32399

400001576014
-09/01/95--01040--001
****140.00 ****70.00

Re: All Steps Sales & Marketing, Inc.

Dear Sir/Madam:

Enclosed please find the following documents to be recorded by your office:

1. Articles of Incorporation of All Steps Sales & Marketing, Inc.; and

2. Articles of Merger with Plan of Merger attached thereto merging All Steps Sales & Marketing, Inc., a New Jersey corporation into All Steps Sales & Marketing, Inc., a Florida corporation.

As you will see, we have provided for an effective date of September 1, 1995 and we therefore would appreciate your expediting the filing of same so that we can meet said date.

Merger

LFT 9-14-95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 SEP - 1 PM 3:59

FILED

cf 9/11/95

HANNOCH WEISMAN

A PROFESSIONAL CORPORATION

Florida Secretary of State
August 30, 1995
Page 2

Kindly stamp the enclosed copy "Filed" and return to me by overnight mail charging your federal express fees to our account no. 0071-4067-3. Also enclosed is my check in the amount of \$140.00 representing your filing fees. Please note that although the Articles of Incorporation is a fax copy the signature thereon is an original signature. If you should have any questions, please feel free to contact me.

Very truly yours,

HANNOCH WEISMAN

By Sandra L. Cohen
Sandra L. Cohen

SLC:to

cc: Mr. Barry Sziklay/w/encls.
Mr. David Schloss/w/encls.

FILED

1995 SEP -1 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to Section 14A:10-1 et seq of the New Jersey Business Corporations Act and Section 607.1101 et seq of the Florida Business Corporations Act, the undersigned corporations execute the following Certificate of Merger:

FIRST:

A Plan of Merger (copy of which is annexed hereto) was approved by the Board of Directors of All Step Sales and Marketing, Inc., a New Jersey corporation, in the manner prescribed by N.J.S.A. 14A:10-1 et seq 5(1) and by the Board of Directors of All Step Sales and Marketing, Inc., a Florida corporation in the manner prescribed by Section 607.1101 et seq of the Florida Business Corporations Act.

SECOND:

The name of the surviving corporation shall be All Step Sales and Marketing, Inc., a Florida corporation. The shareholders of All Step Sales and Marketing, Inc., a New Jersey corporation, unanimously approved the Plan of Merger on August 16, 1995 and the shareholders of All Step Sales and Marketing, Inc., a Florida corporation unanimously approved the Merger on August 16, 1995.

THIRD:

The Merger is to become effective as of September 1, 1995.

FOURTH:

For each share of All Step Sales and Marketing, Inc., a New Jersey corporation, issued and outstanding, the shareholders will receive one (1) share of All Step Sales and Marketing, Inc., a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the 18th day of August, 1995.

ALL STEP SALES AND MARKETING, INC.
A New Jersey Corporation

By: David Schloss President
David Schloss, President

ALL STEP SALES AND MARKETING, INC.
A Florida Corporation

By: David Schloss President
David Schloss, President

FILED
1995 SEP -1 PM 4:00
SOUTHERN DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This is a Plan of Merger between ALL STEP SALES AND MARKETING, INC., a New Jersey corporation ("All Step - New Jersey") and ALL STEP SALES AND MARKETING, INC., a Florida corporation ("All Step - Florida").

STATEMENT OF FACT

The Boards of Directors of All Step-New Jersey and All Step-Florida believe it is in the best interest of the corporations to merge them into one entity with the surviving entity being All Step-Florida, said merger to be pursuant to the provisions of Chapter 10 of Title 14A of the New Jersey Business Corporations Act and Section 607.1101 et seq. of the Florida Business Corporations Act.

NOW, THEREFORE, in consideration of the mutual agreements, covenants, grants and provisions herein contained, it is hereby agreed by and among the parties hereto that All Step-New Jersey and All Step-Florida shall be merged into All Step-Florida (the "Merger") and that the terms and conditions of the Merger shall be as follows:

ARTICLE I

All Step-New Jersey shall be and it hereby is merged as of the effective date of the Merger into All Step-Florida (sometimes referred to the "Surviving Corporation"), which shall survive the Merger.

ARTICLE II

The terms and conditions of the Merger and the mode of carrying it into effect are as follows:

1. The Merger shall become effective as of September 1, 1995.

2. Except as hereinafter otherwise specifically set forth, the corporate identity, existence, purposes, powers, franchises, rights and immunities of All Step-Florida shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of All Step - New Jersey shall be merged into All Step - Florida and All Step - Florida shall be fully vested therewith. The separate corporate existence of All Step - New Jersey, except insofar as same may be continued by statute, shall cease upon the effective date of the Merger.

3. The Certificate of Incorporation of All Step - Florida shall remain and continue to be the Certificate of Incorporation of the Surviving Corporation following the effective date of the Merger until the same shall be altered or amended according to the provisions thereof.

4. The By-Laws of All Step - Florida shall remain and continue to be the By-Laws of the Surviving Corporation until the same shall be altered or amended according to the provisions thereof.

5. Upon the effective date of the Merger, all the rights, privileges, powers, franchises, public or private of All Step-New Jersey, all properties, real, personal and mixed of All

Stop-New Jersey and all debts due to All Stop-New Jersey on whatever account, and all other things in action, and all and every other interest of or belonging to or due All Stop-New Jersey, shall vest in All Step - Florida without further act or deed, as effectually as they were vested in All Step - New Jersey. The titles to any real estate or any interests therein, vested under the laws of any jurisdiction in All Step - New Jersey, by deed or otherwise, shall not revert to or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon property of All Step - New Jersey shall be preserved unimpaired, limited in lien to the properties affected by such liens immediately prior to the effective date of the Merger and shall be deemed to continue in existence to the extent necessary to preserve the same. All debts, liabilities, restrictions and duties of All Step-New Jersey shall thence forth attach to All Step - Florida and may be enforced against it to the same extent as if they had been incurred or contracted by All Step - New Jersey. Any action or proceeding pending by or against All Step - New Jersey may be prosecuted to judgment, which shall bind All Step - Florida, or All Step - Florida may be proceeded against or substituted in place of All Step - New Jersey.

6. All Step - Florida hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of All Step - New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of All Step - New Jersey against All Step - New Jersey or All Step - Florida.

7. All Step - Florida irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding and the post office address, in the State of Florida to which the Secretary of State shall mail a copy of such process in such proceeding is:

4700 Hiatus Road, Suite 357
Sunrise, Florida 33351

8. All Step - Florida will promptly pay to any dissenting shareholder of All Step - New Jersey the amount, if any, to which such dissenting shareholder shall be entitled under the provisions of the New Jersey Business Corporations Act with respect to the rights of dissenting shareholders.

9. If at any time after the effective date of the Merger, All Step - Florida shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm of record or otherwise, in All Step - Florida the title to any property or rights of All Step - New Jersey acquired or to be acquired by reason of, or as a result of the Merger, All Step - Florida and its proper officers and directors shall and will execute and deliver all such property deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such properties or rights in All Step - Florida and otherwise to carry out the purposes of this Plan of Merger, and the proper officers and directors of All Step - New Jersey and All Step - Florida are fully authorized in the name of All Step - New Jersey or otherwise to take any and all such action.

ARTICLE III

1. Upon the effective date of the Merger the number of directors of All Step - New Jersey shall be two. The names of the directors, who shall hold office from the effective date of the Merger until the annual meeting of shareholders of All Step - Florida next succeeding the effective date of the Merger and until their successors are chosen and qualify according to law and the By-Laws of All Step - Florida are as follows:

David Schloss

Leslie Schloss

2. Upon the effective date of the Merger, the officers of All Step - Florida who shall hold office from the effective date of the Merger and until their successors shall have been chosen or appointed according to law and the By-Laws of All Step - Florida shall be as follows:

<u>Office</u>	<u>Name</u>
President	David Schloss
Secretary	Leslie Schloss

ARTICLE IV

Upon the effective date of the Merger the share certificates for all of the shares of All Step - New Jersey will be transferred and delivered to All Step - Florida and will be duly cancelled. Upon the surrender of the shares of All Step - New Jersey to All - Step Florida, the shareholders of record of All Step - New Jersey, on the effective date of this Plan of

Merger for each share of All Step - New Jersey common stock then owned by such shareholder one (1) share of All Step - Florida common stock.

ARTICLE V

All corporate acts, plans, policies, approvals and authorizations of All Step - New Jersey, its stockholders, board of directors, officers and agents, which were valid and effective immediately prior to the effective date of the Merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of All Step - Florida and shall be effective and binding thereon as the same were with respect to All Step - New Jersey. The employees of All Step - New Jersey shall become the employees of All Step - Florida and continue to be entitled to the same rights and benefits which they enjoyed as employees of All Step - New Jersey.

ARTICLE VI

It is expressly agreed that this Agreement embodies the entire agreement of the parties in relation to the subject matter hereof and that no understandings or agreements, oral or written in relation thereto exist between the parties except as herein expressly set forth.

This Agreement may be executed in any number of counterparts, each of which shall be an original but such counterparts shall together constitute but one in the same instrument.

ATTEST:

David Schloss

ALL STEP SALES AND MARKETING, INC.
A New Jersey Corporation

By: David Schloss, President
David Schloss, President

David Schloss

ALL STEP SALES AND MARKETING, INC.
A Florida Corporation

By: David Schloss, President
David Schloss, President