

P96000067295

0.13 11 AM GREENSPAN MURDER NO. 3 P. 176

0/13/96 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 10:50 AM

(((H96000011233))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GREENSPAN MURDER MINCHFIELD WALKIN
DEPARTMENT OF STATE 100 W WEST CYPRUSS CREEK RD,
STATE OF FLORIDA TRADE CENTRE BLDG., STR. 700
400 EAST GAINES STREET FT. LAUDERDALE FL 33309-
TALLAHASSEE, FL 32399 CONTACT: CLINDY WILKINSON
FAX: (904) 822-4000 PHONE: (305) 491-1120
FAX: (305) 771-9264

(((H96000011233))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MERCHANDISING RESOURCES, INC.
FAX AUDIT NUMBER: H96000011233 CURRENT STATUS: REQUESTED
DATE REQUESTED: 00/13/1996 TIME REQUESTED: 10:50:41
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000011233)))
** ENTER 'M' FOR MENU. **

FILED
96 AUG 13 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 AUG 13 PM 1:03
DIVISION OF CORPORATIONS

AUDIT NUMBER: H9600011233

**ARTICLES OF INCORPORATION
OF
MERCHANDISING RESOURCES, INC.**

96 FILED
AUG 13 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is Merchandising Resources, Inc.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 2311 Thomas Street, Hollywood, Florida 33020. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have four (4) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Gregory J. Blodig, Esq.
Greenspoon, Marder et al
100 West Cypress Creek Rd., Ste. 700
Ft. Lauderdale, FL 33309
(305) 491-1120
Fla. Bar #274062

AUDIT NUMBER: H96000011233

Article VII - Initial Directors

The name and street address of the Initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified is:

Larry Schwarz	2311 Thomas Street Hollywood, FL 33020
Adele Schwarz	2311 Thomas Street Hollywood, FL 33020
James Schwarz	2311 Thomas Street Hollywood, FL 33020
JoAnn Cohen	2311 Thomas Street Hollywood, FL 33020

Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, FL 33309

Article IX - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may

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be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

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Article X - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article XI - Registered Office

The Registered Agent and registered office of the Corporation shall be:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, FL 33309

Article XII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of August, 1996.



Gregory J. Blodig, Esq.

ov/thomas.pla/mard.md.ert

AUDIT NUMBER: H96000011233

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

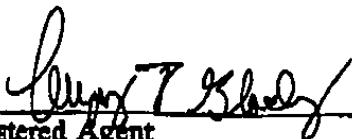
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

95
AUG 13 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST -- That Merchandising Resources, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Hollywood, County of Broward, State of Florida, has named Gregory J. Blodig, Esq. as Registered Agent, who may be served at the registered office located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent

P96000067295

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**MERCHANDISING RESOURCES, INC., a Massachusetts corp. not qualified in
FL**

INTO

MERCHANDISING RESOURCES, INC., a Florida corporation, P96000067295.

File date: December 27, 1986 ; effective January 1, 1987

Corporate Specialist: Susan Payne

Account number: 07210000032

A 70.00

P96000067295

1001-222-9171
901-222-0393 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 203598 10831A
AUTHORIZATION :
COST LIMIT : \$ 70.00 *Patricia Pyjunt*

ORDER DATE : December 27, 1996
ORDER TIME : 1:35 PM
ORDER NO. : 203598-005
CUSTOMER NO: 10831A 200002040582--3
CUSTOMER: Greg Blodig, Esq
Greenspoon Marder Hirschfeld
Suite 700
100 W. Cypress Creek Road
Ft. Lauderdale, FL 33309

ARTICLES OF MERGER

MERCHANDISING RESOURCES, INC.

INTO

MERCHANDISING RESOURCES, INC.

RECEIVED
96 DEC 27 PM 4:30
DIVISION OF CORPORATIONS
FILED STATE
SECRETARY OF CORPORATIONS
EVIDENCE OF CONFIRMATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

EFFECTIVE DATE
1/1/97

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: *SP*

merger SP

ARTICLES OF MERGER
of
MERCHANDISING RESOURCES, INC., 96 DEC 27 PM 4:30
a Massachusetts corporation,
into
MERCHANDISING RESOURCES, INC.,
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE
1/1/97

Pursuant to Section 607.1105 of the Florida Statutes and Chapter 156 B, Section 79 of Massachusetts General Laws, the undersigned corporations, **MERCHANDISING RESOURCES, INC.,** a Florida corporation ("Surviving Corporation"), and **MERCHANDISING RESOURCES, INC.,** a Massachusetts corporation ("Nonsurviving Corporation") adopt the following Articles of Merger for the purpose of merging Nonsurviving Corporation into Surviving Corporation.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of Nonsurviving Corporation into Surviving Corporation is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. There are eighteen thousand (18,000) shares of common stock, par value 1¢ per share, issued and outstanding of the Nonsurviving Corporation that were entitled to vote on the Plan of Merger. Eighteen thousand (18,000) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of **MERCHANDISING RESOURCES, INC.,** a Massachusetts corporation, held on December 23, 1996.

3. There are four hundred (400) shares of common stock, each of \$1.00 par value of Surviving Corporation issued and outstanding that were entitled to vote on the Plan of Merger. Four hundred (400) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of **MERCHANDISING RESOURCES, INC.,** a Florida corporation, held on December 23, 1996.

EFFECTIVE DATE

4. The Plan of Merger shall be effective on January 1, 1997.

FOREIGN LAW

5. The laws of the Commonwealth of Massachusetts, the jurisdiction of organization of Nonsurviving Corporation, permit the merger contemplated by the Plan

of Merger. Upon fulfillment of all filing and recording requirements, the applicable laws of the Commonwealth of Massachusetts will have been complied with.

PURPOSES OF SURVIVING CORPORATION

6. The Surviving Corporation shall have the purpose of engaging in any and all lawful activities that shall be determined by its Board of Directors.

CAPITAL

7. The Surviving Corporation shall continue to be organized with one thousand (1,000) shares of common stock, each share having a par value of \$1.00 per share.

AGREEMENT

8. The Surviving Corporation hereby agrees to furnish a copy of these Articles and Agreement of Merger attached hereto to any of its stockholders or to any person who was a stockholder of Nonsurviving Corporation upon written request and without charge.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of December 26, 1996.

MERCHANDISING RESOURCES, INC.,
a Massachusetts corporation

By: Edward A. Tombs
EDWARD TOMBS, President

By: Larry Schwarz
LARRY SCHWARZ, Clerk/Secretary

MERCHANDISING RESOURCES, INC.,
a Florida corporation

By: Edward A. Tombs
EDWARD TOMBS, President

By: Larry Schwarz
LARRY SCHWARZ, Secretary

PLAN AND AGREEMENT OF REORGANIZATION
by Merger of
MERCHANDISING RESOURCES, INC.,
a Massachusetts corporation,
with and into
MERCHANDISING RESOURCES, INC.,
a Florida corporation

This Plan and Agreement of Merger (Agreement) is entered into on December 2, 1996, between MERCHANDISING RESOURCES, INC., a Massachusetts corporation (sometimes referred to as the "Merging Corporation"), and MERCHANDISING RESOURCES, INC., a Florida corporation (sometimes referred to as the "Surviving Corporation").

ARTICLE 1.
PLAN OF MERGER

Plan Adopted

1.01 A plan of merger of MERCHANDISING RESOURCES, INC., a Massachusetts corporation, into MERCHANDISING RESOURCES, INC., a Florida corporation, pursuant to Section 607.1101 of the Florida Statutes, Chapter 156 B, Section 79 of Massachusetts General Laws and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

(a) MERCHANDISING RESOURCES, INC., a Massachusetts corporation, shall be merged with and into MERCHANDISING RESOURCES, INC., a Florida corporation, to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be MERCHANDISING RESOURCES, INC., a Florida corporation.

(c) When this agreement shall become effective, the separate corporate existence of MERCHANDISING RESOURCES, INC., a Massachusetts corporation, shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of MERCHANDISING RESOURCES, INC., a Massachusetts corporation, and shall be subject to all the debts and liabilities of MERCHANDISING RESOURCES, INC., a Massachusetts corporation, in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on business with the assets of MERCHANDISING RESOURCES, INC., a Massachusetts corporation, as well as with the assets of MERCHANDISING RESOURCES, INC., a Florida corporation.

(e) The shareholders of MERCHANDISING RESOURCES, INC., a Massachusetts corporation, will surrender all of their shares in the manner hereinafter set forth.

(f) In exchange for the shares of Merging Corporation, surrendered by its shareholders, the Surviving Corporation will issue and transfer to the shareholders of Merging Corporation, on the basis set forth in Article 4 below, shares of its common stock.

(g) The Articles of Incorporation of MERCHANDISING RESOURCES, INC., a Florida corporation, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

(h) The purpose of the Surviving Corporation shall be to conduct any and all lawful activities permitted under law.

Effective Date

1.02 The effective date of the merger (Effective Date) shall be January 1, 1997.

ARTICLE 2. REPRESENTATIONS AND WARRANTIES OF CONSTITUENT CORPORATIONS

Nonsurvivor

2.01 As a material inducement to the Surviving Corporation to execute this Agreement and perform its obligations under this Agreement, Merging Corporation, represents and warrants to the Surviving Corporation as follows:

(a) Merging Corporation, is a corporation duly organized, validly existing, and in good standing under the laws of the State of Massachusetts with corporate power and authority to own property and carry on its business as it is now being conducted.

(b) Merging Corporation is authorized by its Articles of Organization, as amended, to issue two hundred thousand (200,000) shares of common stock, par value 1¢

per share, eighteen thousand (18,000) of which are duly and validly issued and outstanding.

(c) All required federal, state, and local tax returns of Merging Corporation, have been accurately prepared and duly and timely filed, and all federal, state, and local taxes required to be paid with respect to the periods covered by the returns have been paid. Merging Corporation, has not been delinquent in the payment of any tax or assessment.

Survivor

2.02 As a material inducement to Merging Corporation, to execute this Agreement and perform its obligations under this Agreement, Surviving Corporation, represents and warrants to Merging Corporation, as follows:

(a) Surviving Corporation, is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted.

(b) Surviving Corporation is authorized by its Articles of Incorporation to issue one thousand (1,000) shares of common stock, par value \$1.00 per share, four hundred (400) of which are duly and validly issued and outstanding.

(c) Surviving Corporation agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of either Surviving Corporation or Merging Corporation and any obligation of the parties incurred by Surviving Corporation, including the obligation created by Chapter 156 B, Section 85 of Massachusetts General Law, so long as any liability remains outstanding against either of the parties hereto and the Commonwealth of Massachusetts, and it agrees to irrevocably appoint the State Secretary of the Commonwealth of Massachusetts as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided for in Chapter 181 of Massachusetts General Laws.

ARTICLE 3. COVENANTS, ACTIONS AND OBLIGATIONS PRIOR TO THE EFFECTIVE DATE

Submission to Shareholders

3.01 This Agreement shall be submitted separately to the shareholders of the constituent corporations in the manner provided by the law for approval.

**ARTICLE 4.
MANNER OF CONVERTING SHARES**

Manner

4.01 The holders of shares of Merging Corporation, shall surrender their shares to the Secretary of the Surviving Corporation, promptly after the Effective Date, in exchange for shares of the Surviving Corporation to which they are entitled under this Article 4.

Basis

4.02 (a) The shareholders of Merging Corporation, shall be entitled to receive 5.55 shares of common stock of the Surviving Corporation, for each 100 share block of common stock of Merging Corporation.

**ARTICLE 5.
DIRECTORS AND OFFICERS**

Directors and Officers of Survivor

5.01 (a) The Board of Directors of the Surviving Corporation shall consist of LARRY SCHWARZ, ADELE SCHWARZ, JAMES SCHWARZ and JOANN COHEN. These individuals shall serve as Directors until the next annual meeting or until said Directors' earlier resignation, removal from office, or death.

(b) If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date of the merger, the vacancy may be filled by the shareholders or remaining directors, as provided in the bylaws of the Surviving Corporation.

(c) Until the Board of Directors of the Surviving Corporation shall determine otherwise, each of the following persons shall serve as officers of the Surviving Corporation in the office opposite his name:

LARRY SCHWARZ	C.E.O.
EDWARD TOMBS	President
GARY BAILIN	Vice President
MITCHELL COHEN	Vice President
LARRY SCHWARZ	Secretary
LARRY SCHWARZ	Treasurer

The Board of Directors of the Surviving Corporation may elect or appoint additional officers as it deems necessary.

ARTICLE 6. BYLAWS

Bylaws of Survivor

6.01 The bylaws of Surviving Corporation, as existing on the Effective Date of the merger, shall continue in full force as the bylaws of the Surviving Corporation until altered, amended, or repealed as provided in the bylaws or as provided by law.

ARTICLE 7. TERMINATION

Circumstances

7.01 This Agreement may be terminated and the merger may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida or the State Secretary of Massachusetts, notwithstanding the approval of the shareholders of either of the constituent corporations:

(a) By mutual consent of the Board of Directors of the constituent corporations.

(b) At the election of the Board of Directors of any constituent corporation if:

(1) The number of shareholders of either constituent corporation, or of both, dissenting from the merger shall be so large as to make the merger, in the opinion of either Board of Directors, inadvisable or undesirable.

(2) Any material litigation or proceeding shall be instituted or threatened against either constituent corporation, or any of its assets, that, in the opinion of any Board of Directors, renders the merger inadvisable or undesirable.

(3) Any legislation shall be enacted that, in the opinion of either Board of Directors, renders the merger inadvisable or undesirable.

(4) Between the date of this Agreement and the Effective Date, there has been, in the opinion of either Board of Directors, any materially adverse change in the business or condition, financial or otherwise, of either constituent corporation.

(5) Either Board receives an opinion letter from its attorney, in substance, that for federal income tax purposes the merger will not qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code and that gain or loss will be recognized to either corporation or to the shareholders of either constituent corporation on the exchange of common stock of the Merging Corporation for stock of the Surviving Corporation.

Notice of and Liability on Termination

7.02 If an election is made to terminate this Agreement and abandon the merger:

(a) The President or Vice President of the constituent corporation whose Board of Directors has made the election shall give immediate notice of the election to the other constituent corporation.

(b) On the giving of notice as provided in Subparagraph (a), this Agreement shall terminate and the proposed merger shall be abandoned, and except for payment of its own costs and expenses incident to this Agreement, there shall be no liability on the part of either constituent corporation as a result of the termination and abandonment.

ARTICLE 8. INTERPRETATION AND ENFORCEMENT

Further Assurances

8.01 Merging Corporation, agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments as may be reasonably requested. Merging Corporation, further agrees to take or cause to be taken any further or other actions as the Surviving Corporation may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, and franchises to carry out the intent and purposes of this Agreement.

Entire Agreement; Counterparts

8.02 This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

Controlling Law

8.03 The validity, interpretation and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement was executed on the 2nd day of December, 1996.

MERCHANDISING RESOURCES, INC.,
a Massachusetts corporation

By: Edward A. Tombs
EDWARD TOMBS, President

Gay Johnson
Secretary/Clerk & Treasurer

MERCHANDISING RESOURCES, INC.,
a Florida corporation

By: Edward A. Tombs
EDWARD TOMBS, President

ATTEST:

Gay Johnson
Secretary/Treasurer