

P98000073111

AMERILAWYER®

(Requestor's Name)
343 ALMERIA AVENUE

(Address)
CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip) (Phone #)

OFFICE USE ONLY

100002742491--9
-01/14/99--01082--025
*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Grafton Products Corp. P98000073111
(Corporation Name) (Document #)
- Merger
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

Walk in Pick up time Certified Copy

Mail out Will wait Photocopy Certificate of Status

FILED
99 MAR 15 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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RECEIVED
99 JAN 14 PM 2:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials **ADR**

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GRAFTON PRODUCTS CORP., a Connecticut corporation not authorized to
transact business in Florida

INTO

GRAFTON PRODUCTS CORP., a Florida corporation, P98000073111.

File date: March 15, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 15, 1999

AmeriLawyer
343 Almeria Avenue
Coral Gables, FL 33134

SUBJECT: GRAFTON PRODUCTS CORP.
Ref. Number: P98000073111

We have received your document for GRAFTON PRODUCTS CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 499A00002180

**ARTICLES OF MERGER
OF
GRAFTON PRODUCTS CORP.,
a Connecticut corporation
into
GRAFTON PRODUCTS CORP.,
a Florida corporation**

99 MAR 15 AM 8:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **GRAFTON PRODUCTS CORP.**, a Florida corporation ("Surviving Corporation") and **GRAFTON PRODUCTS CORP.**, a Connecticut corporation ("Nonsurviving Corporation").

Pursuant to §607.1105 of the Florida Statutes, the Surviving corporation and the Nonsurviving corporation adopt the following Articles of Merger:

ARTICLE - 1

The name of the Surviving corporation has not been changed as a result of the Merger. The name of the corporation surviving the Merger is:

**Grafton Products Corp.,
a Florida corporation**

ARTICLE - 2

The Surviving corporation is a domestic corporation, incorporated in the State of Florida on August 20, 1998, effective August 20, 1998.

ARTICLE - 3

The name of the Nonsurviving corporation is:

**Grafton Products Corp.,
a Connecticut corporation**

ARTICLE - 4

The state of domicile of the Nonsurviving corporation is the State of Connecticut and the date of incorporation of the Nonsurviving corporation is October 5, 1993.

ARTICLE - 5

The Plan of Merger dated the 21st day of September, 1998 ("Plan of Merger"), between Surviving corporation and the Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation of the 21st day of September, 1998 since Shareholder approval of the Plan of Merger is not required by the Shareholders of the Surviving corporation pursuant to

§607.1103(7)/§607.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the Nonsurviving corporation of the 21st day of September, 1998 since Shareholder approval of the Plan of Merger is not required by the Shareholders of the Nonsurviving corporation pursuant to §33-366(2) of the Connecticut Statutes.

ARTICLE - 6

Pursuant to the Plan of Merger, all issued and outstanding shares of Nonsurviving corporation's stock will be acquired by means of a merger of the Nonsurviving corporation into the Surviving corporation with the Surviving corporation being the surviving corporation (hereinafter the "Merger").

ARTICLE - 7

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 1101 Holland Drive, Unit 8, Boca Raton, Florida 33487 and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

ARTICLE - 8

The Surviving corporation shall furnish a copy of the Plan of Merger on request and without cost to any Shareholder of any such merging corporation.

ARTICLE - 9

Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 21st day of September, 1998.

GRAFTON PRODUCTS CORP., a Florida corporation

By: Edward Marcus
President

By: St L
Secretary

GRAFTON PRODUCTS CORP., a Connecticut corporation

By: Edward Marcus
President

By: Fair Marcus
Secretary

PLAN OF MERGER

Merger between **GRAFTON PRODUCTS CORP.**, a Florida corporation ("Surviving Corp.") and **GRAFTON PRODUCTS CORP.**, a Connecticut corporation (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 100 shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.
5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities and duties, all as more particularly set forth in §607.1106 of the Act.
6. Supplemental Action. If at any times after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving corp., any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the Shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the Shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the Shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 21st day of September, 1998.

GRAFTON PRODUCTS CORP., a Florida corporation

By: Edward Marcus
President EDWARD MARCUS

By: St 2
Secretary STEVEN MARCUS

GRAFTON PRODUCTS CORP., a Connecticut corporation

By: Edward Marcus
President EDWARD MARCUS

By: Gail Marcus
Secretary GAIL MARCUS