

P97000023727

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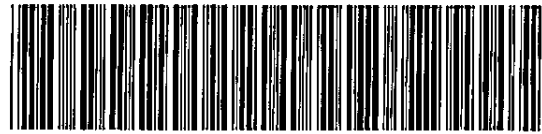
(Business Entity Name)

(Document Number)

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4/28



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 335617 7123958

AUTHORIZATION :

Patricia T. [illegible]

COST LIMIT : \$ 87.50

ORDER DATE : April 26, 2005

ORDER TIME : 10:35 AM

ORDER NO. : 335617-005

CUSTOMER NO: 7123958

CUSTOMER: Massimo Fantechi, Esq
Massimo Fantechi, Esq.
9th Floor
730 Fifth Avenue
New York, NY 10019

ARTICLES OF MERGER

OVERLOCKED INC.

INTO

SWEET PEA LIMITED, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

TWO CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXT 2914

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Sweet Pea Limited, Inc.	Florida

<u>Document Number</u>
P97000023727

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Overlocked, Inc.	Florida

<u>Document Number</u>
P02000105578

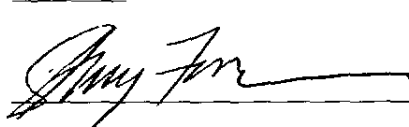
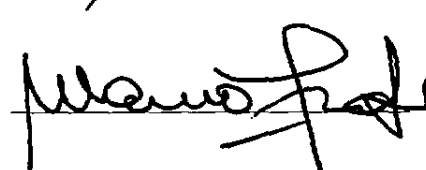
Third: The Plan of Merger is attached.

Fourth: The Plan of Merger shall become effective on the date the articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation
The Plan of Merger was adopted by the shareholders of the surviving corporation on 28th April 2005.

Sixth: Adoption of Merger by merging corporation
The Plan of Merger was adopted by the shareholders of the merging corporation on 28th April 2005.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Overlocked, Inc.		Stacy M. Frati, President
Sweet Pea Limited, Inc.		Mario Frati, President

Effective
4-29-05
05 APR 28 PM 3:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
OF
OVERLOCKED, INC. AND SWEET PEA LIMITED, INC.

The following PLAN OF MERGER (hereinafter the "PLAN OF MERGER") is submitted in compliance with sections 607.1101, FS and in accordance with the laws of any other applicable jurisdiction of incorporation.

The names of the corporations planning to merge are Sweet Pea Limited, Inc., a business corporation organized under the laws of the State of Florida, and Overlocked, Inc., a business corporation organized under the laws of the State of Florida.

The name of the surviving corporation is Sweet Pea Limited, Inc., a business corporation organized under the laws of the State of Florida.

The name of the merging corporation is Overlocked, Inc., a business corporation organized under the laws of the State of Florida.

This PLAN OF MERGER was adopted on 28th April 2005 (i) for Sweet Pea Limited, Inc., by resolution of the shareholders entitled to vote in the manner prescribed by the provisions of the Florida Business Corporation Act; and (ii) for Overlocked, Inc. by resolution of the shareholders entitled to vote in the manner prescribed by the provisions of the Florida Business Corporation Act.

1. Overlocked, Inc. and Sweet Pea Limited, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Sweet Pea Limited, Inc., which shall be the surviving corporation at the effective time and date of the merger 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 Florida Business Corporation Act. The separate existence of Overlocked, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the

election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The manner and basis of converting the shares of each corporation into shares, obligations or, in whole or in part, into cash or other property and the manners 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: each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. 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 State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers 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.

8. The surviving corporation shall assume the assets and liabilities of the terminating corporation.

9. The effective date of the merger herein provided for shall be 29th April 2005.