

P06000136418

Florida Department of State

Division of Corporations

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December 24, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INTERNATIONAL SELECT GROUP, INC.
C/O EDWARD STRAVITZ
5839 WINDSOR TERRACE
BOCA RATON, FL 33496

SUBJECT: INTERNATIONAL SELECT GROUP, INC.
REF: P06000136418

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H08000279432
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ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INTERNATIONAL SELECT GROUP, INC.	FLORIDA	P06000136418

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INTERNATIONAL SELECT GROUP, INC.	NEW JERSEY	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on OCTOBER 20, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on OCTOBER 20, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

INTERNATIONAL SELECT GROUP, INC.

Edward O. Ruff

EDWARD STRAVITZ, PRESIDENT

INTERNATIONAL SELECT GROUP, INC.

EDWARD STRAVITZ, PRESIDENT

PLAN OF MERGER
OF
INTERNATIONAL SELECT GROUP, INC. (a New Jersey Corporation)
AND
INTERNATIONAL SELECT GROUP, INC. (a Florida Corporation)

PLAN OF MERGER, approved on October 20, 2008 by INTERNATIONAL SELECT GROUP, INC., a business corporation organized under the laws of the State of New Jersey (the "New Jersey Corporation"), and by its Board of Directors on said date, and approved on October 20, 2008 by INTERNATIONAL SELECT GROUP, INC., a business corporation organized under the laws of the State of Florida (the "Florida Corporation"), and by its Board of Directors on said date.

1. The New Jersey Corporation and the Florida Corporation shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, INTERNATIONAL SELECT GROUP, INC., the Florida Corporation, which shall be the surviving corporation upon the effective 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 the New Jersey Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. Upon the effective date of the merger in the State of Florida, the articles of incorporation of the surviving corporation 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. Upon the effective date of the merger in the State of Florida, the by-laws of the surviving corporation will be the by-laws 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. Upon the effective date of the merger in the State of Florida, the directors and officers in office of the surviving corporation shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Upon the effective date of the merger in the State of Florida, whereas all of the issued shares of the New Jersey Corporation and all of the issued shares of the Florida Corporation are owned by the same, sole shareholder, each issued share of the terminating corporation shall be cancelled and retired. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the terminating corporation and of the surviving corporation for his approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act and the Florida Business Corporation Act, respectively.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder of (i) the terminating corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and (ii) the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the terminating 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 New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating 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.