291436

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ST IVES INC. AVANTI
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROBERT A. BRANDT, ESQ.
(Name of person)

ROBERT A. BRANDT, P.A.
(Name of firm/company)

1110 BRICKELL AVENUE, PH-1
(Address)

MIAMI, FL 33131
(City/state and zip code)

For further information concerning this matter, please call:

ROBERT A. BRANDT, ESQ. at (305) 374-2202
(Name of person) (Area code & daytime telephone number)

☑ Certified copy (optional) $8.75 (plus $1 per page for each page over 8, not to exceed a maximum of $52.50; **please send an additional copy of your document if a certified copy is requested**)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, F.S.

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

Name	Jurisdiction	Document Number
ST IVES INC. AVANTI	FLORIDA	291436

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
ST. IVES INC HOLLYWOOD	FLORIDA	327695

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on August 2, 2003.

Fifth: Adoption of Merger by **surviving** corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 25, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by the **merging** corporation

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 25, 2003 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

Surviving corporation:
ST IVES INC. AVANTI

By: _____
Jeanne Caruana, Secretary & Director

Merging corporation:
ST IVES INC. HOLLYWOOD

By: _____
Jeanne Caruana, Vice-President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

ST IVES INC. AVANTI	FLORIDA
Name	Jurisdiction

Second: The name and jurisdiction of each **merging** corporation:

ST. IVES INC HOLLYWOOD	FLORIDA
Name	Jurisdiction

Third: The terms and conditions of the merger are as follows:

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be August 2, 2003.

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of Surviving Corporation, shall remain the Articles of Incorporation and the Bylaws of the Surviving Corporation, subject only to any changes set forth herein or attached hereto.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following:

Brian C. Edwards
Wayne R. Angstrom
Jeanne Caruana

Such persons shall serve until their respective successors are duly elected and qualified.

Upon the effective date of the merger provided for herein, the officers of the Surviving Corporation shall consist of the following persons:

President:	Wayne R. Angstrom
Secretary:	Jeanne Caruana
Treasurer:	Jeanne Caruana

Such persons shall serve until their respective successors are duly elected, appointed and qualified.

Upon the effective date of the merger:

(A) the separate existence of the Merging Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence.

(B) The Surviving Corporation shall succeed to and posses all of the rights, privileges, immunities, powers and purposes of each of the Merging and Surviving Corporations consistent with the Articles of Incorporation of the Surviving Corporation.

(C) The Surviving Corporation shall succeed to and shall posses all right, title and interest in and to all property, real, personal and mixed, tangible and intangible, causes of action, and every other asset of both the Merging and Surviving Corporations.

(D) The Surviving Corporation shall assume and be liable for (i) all of the liabilities and obligations of both the Merging and Surviving Corporations due or to become due; (ii) every claim or demand for any cause now or hereafter existing against either of the Merging and Surviving Corporations.

(E) Neither the Merging and Surviving Corporations will be released or impaired by such merger.

(F) No action or proceeding, civil or criminal, then pending by or against either the Merging and Surviving Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Merging and Surviving Corporations.

(G) To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merging Corporation shall execute and deliver or cause to be executed and delivered all such documents and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merging Corporation acquired or to be acquired by reason of or as a result, of the merger herein provided for. The proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in

whole or in part, into cash or other property and the manner 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 of the shares of common stock of the Merged Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive one (1) share of the $1.00 par value common stock of the Surviving Corporation.

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Upon the effective date of the merger provided for herein, the Articles of Incorporation of the Surviving Corporation, shall be amended, changing the name of the Surviving Corporation to the following:

"ST IVES INC FLORIDA"