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NAME: YANOFF SOUTH INC.

AUDIT NUMBER.....H98000002046

EFFECTIVE DATE  
1-31-98

DOC TYPE.....MERGER OR SHARE EXCHANGE

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

YANOFF SOUTH INC., a Florida corporation, 528762

INTO

**I. ARTHUR YANOFF & CO. FLORIDA LTD.**, a Florida corporation, 388452

File date: January 30, 1998, effective January 31, 1998

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER

I. ARTHUR YANOFF & CO. FLORIDA LTD., a Florida corporation (the "Surviving Corporation"), and YANOFF SOUTH INC., a Florida corporation (the "Non-Surviving Corporation"), hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act:

EFFECTIVE DATE  
1-31-98

1. Attached as Exhibit A is the Agreement and Plan of Merger between the Non-Surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").
2. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall become effective at 4:01 P.M. on January 31, 1998 (the "Effective Date").
3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the sole shareholder and Board of Directors of each of the Non-Surviving Corporation and the Surviving Corporation, in each case by Written Consent thereto dated as of January 20, 1998.
4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 27th day of January, 1998.

NON-SURVIVING CORPORATION:

YANOFF SOUTH INC., a Florida corporation

James Bennett  
By: James Bennett  
Title: President

98 JAN 30 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

[CORPORATE SEAL]

SURVIVING CORPORATION:

I. ARTHUR YANOFF & CO. FLORIDA LTD., a Florida corporation

I. Arthur Yanoff  
By: I. Arthur Yanoff  
Title: President

[CORPORATE SEAL]

This instrument prepared by:

Stephen L. Solomon, Esq.  
Member New York Bar  
Rubin Baum Levin Constant & Friedman  
30 Rockefeller Plaza  
New York, New York 10112  
Telephone: (212) 698-2241

FAX AUDIT NO. H98-2046

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of YANOFF SOUTH INC. a Florida corporation (the "Non-surviving Corporation"), with and into I. ARTHUR YANOFF & CO. FLORIDA LTD., a Florida corporation (the "Surviving Corporation").

**WITNESSETH:**

WHEREAS, the Non-Surviving Corporation and the Surviving Corporation wish to enter into a merger agreement pursuant to which the Non-surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

A. **The Merger.** On the Effective Date (as defined below), the Non-surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-surviving Corporation shall cease.

1. **Terms and Conditions.** The Merger shall become effective at 4:01 P.M. on January 31, 1998 (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation.

3. **Conversion of Shares.**

(a) Each share of common stock, par value \$1.00 per share, of the Non-surviving Corporation issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist, without any conversion thereof.

(b) Each share of common stock, par value \$25.00 per share, of the Surviving Corporation issued and outstanding immediately before the Effective Date shall, by virtue of the

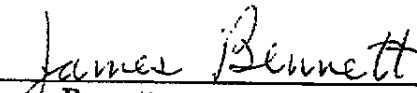
FAX AUDIT NO. H98-2046.

Merger and the Surviving Corporation being the surviving corporation thereof, and without any action on the part of the holder thereof, continue to exist as one share of common stock, par value \$25.00 per share, of the Surviving Corporation's common stock.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of January 27, 1998.

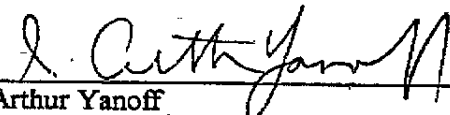
NON-SURVIVING CORPORATION:

YANOFF SOUTH INC.

  
\_\_\_\_\_  
By: James Bennett  
Title: President

SURVIVING CORPORATION

I. ARTHUR YANOFF & CO. FLORIDA LTD., a  
Florida corporation

  
\_\_\_\_\_  
By: I. Arthur Yanoff  
Title: President