

463929

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

400002757284--7  
-01/28/99--01048--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

EFFECTIVE DATE 1/30/99		
Uptons, Inc. (FL)		
Merging into: Uptons, Inc. (DE)		
99 JAN 28 PM 4:11 FILED TALLAHASSEE, FLORIDA		
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merge
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name  
Availability  
Document  
Examiner DR  
Updater DR  
Verifier  
Acknowledgement  
W.P. Verifier

01/28/99

400002757284--7  
-01/28/99--01048--019  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

RECEIVED  
99 JAN 28 PM 12:46  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

UPTONS, INC., a Florida corporation 463929  
,

INTO

**UPTONS, INC..** a Delaware corporation not qualified in Florida

File date: January 28, 1999, effective January 30, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
1/30/99

ARTICLES OF MERGER

OF

UPTONS, INC.  
(a Florida corporation)

INTO

UPTONS, INC.  
(a Delaware corporation)

FILED  
99 JAN 28 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Uptons, Inc., a Florida corporation ("Uptons Florida"), into Uptons, Inc., a Delaware corporation and the owner of all of the outstanding shares of the stock of Uptons Florida ("Uptons Delaware"):

(a) The Plan of Merger is as follows:

1. Uptons, Inc., a Delaware corporation, shall merge into itself Uptons, Inc., a Florida corporation, and assume all its liabilities and obligations;

2. The effective time and date of the merger (the "Effective Time and Date") shall be at 11:59 p.m. (New York City time) on January 30, 1999, whereupon each issued and outstanding share of the common stock of Uptons Florida, par value \$50 per share, shall be cancelled and extinguished.

(b) The merger shall become effective at the Effective Time and Date.

(c). The Plan of Merger was duly adopted by the Boards of Directors of Uptons Delaware and Uptons Florida at meetings held on December 16, 1998 and stockholder approval was not required.

Dated: January 25<sup>th</sup>, 1999.

UPTONS, INC.  
(a Delaware corporation)

By: Kenneth R. Allex  
Kenneth R. Allex  
Treasurer

By: Bartley J. Breinin  
Bartley J. Breinin  
Secretary

UPTONS, INC.  
(a Florida corporation)

By: Ben H. Bull  
Ben H. Bull  
Vice President

By: Guy Rappaport  
Guy Rappaport  
Assistant Secretary