

599761

ARTICLES OF MERGER
Merger Sheet

MERGING:

CARTOL INTERNATIONAL CORP., a Florida corporation, 599761

INTO

EDIAN CORPORATION, a Delaware corporation not qualified in Florida.

File date: July 1, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

599761



ACCOUNT NO. : 072100000032

REFERENCE : 447595 4340902

AUTHORIZATION *Patricia P. Pujot*

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1997

ORDER TIME : 11:16 AM

ORDER NO. : 447595-010

900002228179--5

CUSTOMER NO: 4340902

CUSTOMER: Michael P. Collins, Esq
Michael P. Collins, Esq.
767 Third Avenue
31st Floor
New York, NY 10017

ARTICLES OF MERGER

CARTOL INTERNATIONAL CORP.

INTO

EDIAN CORPORATION

97 JUL -1 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: *112 Jan Merger*

97 JUL -1 PM 12:07
OFFICE OF THE
CLERK OF THE
SUPREME COURT

FILED

97 JUL -1 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CARTOL INTERNATIONAL CORP.
AND
EDIAN CORPORATION

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Cartol International Corp., a business corporation organized under the laws of the State of Florida ("Cartol") with and into Edian Corporation, a business corporation organized under the laws of the State of Delaware ("Edian").

2. The shareholders of Cartol entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on May 29, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


3. The merger of Cartol with and into Edian is permitted by the laws of the jurisdiction of organization of Edian and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Edian was May 29, 1997.

4. The effective time and date of the merger herein provided for in the State of Florida shall be as of the close of

business on the date of filing of these Articles of Merger by the Florida Secretary of State.

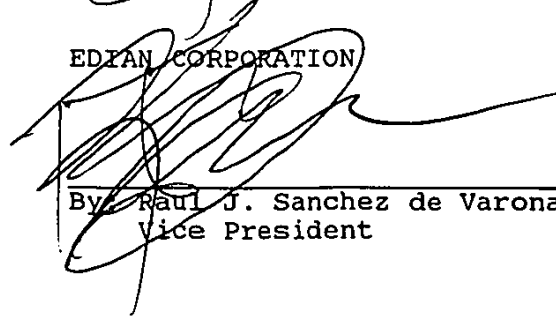
Executed on May 30, 1997.

CARTOL INTERNATIONAL CORP.



By: Paul J. Sanchez de Varona
Vice President

EDIAN CORPORATION



By: Paul J. Sanchez de Varona
Vice President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER adopted on May 29, 1997 by resolution of the Board of Directors of Cartol International Corp., a business corporation organized under the laws of the State of Florida, and adopted on May 29, 1997 by resolution of the Board of Directors of Edian Corporation, a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Cartol International Corp., a business corporation organized under the laws of the State of Florida, and Edian Corporation, a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Cartol International Corp. plans to merge is Edian Corporation.

1. Cartol International Corp. and Edian Corporation shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of jurisdiction of organization of Edian Corporation, be merged with and into a single corporation, to wit, Edian 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 laws of the jurisdiction of its organization. The separate existence of Cartol International Corp., 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 certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 bylaws of the surviving corporation.

5. 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 one five-thousandth ($1/5,000$) share 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 Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in

compliance with the laws of the jurisdiction of organization of the surviving corporation, 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 of the State of Delaware, and that they will cause to be performed all necessary acts herein and elsewhere to effectuate the merger.

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