

624508

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October 23, 2000

Secretary of State
The Capital
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 25 AM 9:53

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Dear Sirs: _____

Enclosed please find Articles of Merger wherein Miami Artistic Group, Inc. is being merged into Miami Artistic Picture Framing, Inc.

Please note that simultaneous to the merger the surviving corporation is changing it's name to that of Miami Artistic Group, Inc., which is the name of the merged corporation so that when the merger is completed the surviving corporation will have simultaneously undergone a name change to that of the defunct corporation.

Additionally, enclosed please find our check in the sum of Seventy and no/100 (\$70.00) Dollars, per your base corporate fee schedule representing \$35.00 for each party to the merger.

Should you have any questions with regard to this matter please feel free to contact the undersigned.

Very truly yours,

Sondra Teitel

Sondra Teitel
Real Estate Paralegal

V. Shepard & N/C

Encls.

V. SHEPARD NOV 7 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MIAMI ARTISTIC GROUP, INC., a Florida corporation, P99000079518

INTO

MIAMI ARTISTIC PICTURE FRAMING, INC. which changed its name to
MIAMI ARTISTIC GROUP, INC., a Florida entity, 624508.

File date: October 25, 2000

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 25 AM 9:53

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 are:

Name Jurisdiction

MIAMI ARTISTIC PICTURE FRAMING, INC., a Florida Corporation, whose address is:
2981 West McNab Road, Pompano Beach, Florida 33069.

SECOND: The name and jurisdiction of the merging corporation is:

Name Jurisdiction

MIAMI ARTISTIC GROUP, INC., a Florida Corporation, whose address is: 2981 West McNab Road, Pompano Beach, Florida 33069

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.

FIFTH: Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the board of directors and the shareholders of the surviving corporation at a Special Meeting of the Shareholders and Directors, held on Oct 18, 2000.

SIXTH: Adoption of Merger by merging corporation - The Plan of Merger was adopted by the board of directors and the shareholders of the merging corporation at a special meeting of the Shareholders and the Directors, held on Oct 18, 2000.

SEVENTH: SIGNATURES FOR EACH CORPORATION

Name of Corporation Signature Typed or Printed Name of Individual & Title

Miami Artistic Picture Framing, Inc. Israel Savir Israel Savir, President
President Israel Savir, Pres.

Miami Artistic Group, Inc. Israel Savir Israel Savir, Pres. Israel Savir, President
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 are:

Name

Jurisdiction

MIAMI ARTISTIC PICTURE FRAMING, INC., a Florida Corporation, whose principal place of business and whose mailing address are both: 2981 Blount Road, Pompano Beach, Florida 33069, and whose Federal Employer Identification number is: 59-1926439.

SECOND: The name and jurisdiction of the merging corporation is:

Name

Jurisdiction

Miami Artistic Group, Inc., a Florida Corporation, whose Principal place of business and whose mailing address are both 981 Blount Road, Pompano Beach, Florida 33069, and whose Federal employer identification number is 65-0293978.

THIRD: The terms and conditions of the merger are as follows: In that the Board of Directors and the Officers of both the Surviving Corporation and the Merging Corporation are the same, The officers and Directors of the surviving corporation shall retain their positions, further in that a majority of the Directors and Shareholders are of the opinion that name "MIAMI ARTISTIC GROUP, INC., better describes the scope and function of the Surviving Corporation's principal business activity, it is agreed that simultaneous herewith, the surviving corporations' name is amended from MIAMI ARTISTIC PICTURE FRAMING GROUP, INC. to MIAMI ARTISTIC GROUP, INC., all other provisions contained in the original Articles of Incorporation of the surviving corporation, shall remain unchanged.

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 right 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: The surviving corporation shall assume all debts and obligations of the merging corporation, and each share of stock of the merging corporation shall be surrendered and replaced with a like number of shares in the surviving corporation.