

647919

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TALLAHASSEE, FLORIDA

X02250,00721,00672



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 967819 7383496

AUTHORIZATION : *Patricia Pigeot*

COST LIMIT : \$ 70.00

ORDER DATE : November 11, 2004

ORDER TIME : 10:38 AM

ORDER NO. : 967819-010

CUSTOMER NO: 7383496

CUSTOMER: Joseph H. Kott, Esq.
Joseph H. Kott, LLC
P.O. Box 90

Convent Station, NJ 07961-0090

ARTICLES OF MERGER

ANDERSON & VREELAND AMERICAS,
INC.

INTO

ANDERSON & VREELAND, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea EXT 2914

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 15, 2004

CSC

Atten: Sara Lea
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: ANDERSON AND VREELAND AMERICAS, INC.
Ref. Number: 647919

We have received your document for ANDERSON AND VREELAND AMERICAS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 104A00064859

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05 JAN 18 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
ANDERSON AND VREELAND AMERICAS, INC.
and
ANDERSON & VREELAND, INC.

FILED
05 JAN 18 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Anderson and Vreeland Americas, Inc., the wholly-owned subsidiary business corporation incorporated under the laws of the State of Florida, and Anderson & Vreeland, Inc., the foreign parent business corporation incorporated under the laws of the State of New Jersey, hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Anderson and Vreeland Americas, Inc. with and into Anderson & Vreeland, Inc. as approved by the Board of Directors of Anderson and Vreeland Americas, Inc. as of October 29, 2004.

SECOND: The date of adoption of the Plan of Merger by the Board of Directors of Anderson & Vreeland, Inc. was as of October 29, 2004.

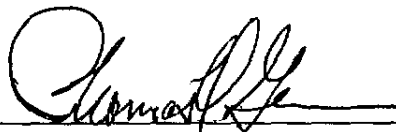
THIRD: The merger of Anderson and Vreeland Americas, Inc. with and into Anderson & Vreeland, Inc. is permitted by the laws of the jurisdiction of organization of Anderson & Vreeland, Inc. and has been authorized in compliance with said laws.

FOURTH: Shareholder approval was not required for the merger.

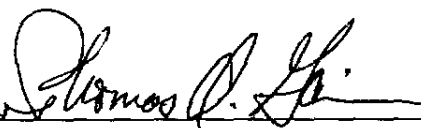
FIFTH: The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on ~~December 31, 2004~~ the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned duly authorized officers of Anderson & Vreeland, Inc. and Anderson and Vreeland Americas, Inc. have executed these Articles of Merger as of the 29th day of October 2004.

ANDERSON & VREELAND, INC.

By: 
Thomas O. Gavin, President

ANDERSON AND VREELAND AMERICAS, INC.

By: 
Thomas O. Gavin, President

PLAN OF MERGER

1. Anderson & Vreeland, Inc., which is a business corporation of the State of New Jersey and is the parent corporation and the owner of all of the outstanding shares of Anderson and Vreeland Americas, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Anderson and Vreeland Americas, Inc. into Anderson & Vreeland, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the New Jersey Business Corporation Act.
2. The separate existence of Anderson and Vreeland Americas, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Anderson & Vreeland, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.
3. The issued shares of Anderson and Vreeland Americas, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The merger shall become effective at 11:59 p.m. on December 31, 2004 or the date of filing of the applicable documents in the states of New Jersey and Florida, whichever is later.
5. Anderson & Vreeland, Inc. and Anderson and Vreeland Americas, Inc. shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of New Jersey, by the laws of the State of Florida, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Anderson and Vreeland Americas, Inc. and of Anderson & Vreeland, Inc. and in any other appropriate jurisdiction.
6. The Board of Directors and the proper officers of Anderson & Vreeland, Inc. and of Anderson and Vreeland Americas, Inc. 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.