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April 23, 2002

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Florida 32301

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-04/25/02--01031--016  
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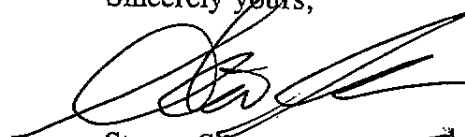
**RE: Primo Accessories/Hartwell Enterprises - Articles of Merger**  
**Our File No.: 01-4235**

Dear Sir/Madam:

Enclosed herein please find the Articles of Merger for the above named entity. Also enclosed is my firm's check in the amount of \$78.75 representing filing fees and for a certified copy of same. Please return to the undersigned the certified copy of the Articles of Merger.

Thank you for your courtesy and attention to this matter.

Sincerely yours,



Steven Silverman

cd/  
Enclosures

FILED  
02 APR 25 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/8

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PRIMO ACCESSORIES, INC., A FLORIDA CORP, #F50857

INTO

**HARTWELL INTERNATIONAL, INC.**, a Florida entity, 685109

File date: April 25, 2002

Corporate Specialist: Anna Chesnut

FILED  
02 APR 25 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

### PRIMO ACCESSORIES INC. INTO HARTWELL INTERNATIONAL, INC.

The undersigned HARTWELL INTERNATIONAL, Inc., a Florida corporation ("HARTWELL INTERNATIONAL"), and PRIMO ACCESSORIES, Inc., a Florida corporation ("PRIMO ACCESSORIES"), hereby file these Articles of Merger in order to effect a merger of PRIMO ACCESSORIES into HARTWELL INTERNATIONAL, pursuant to Florida Statutes, 607.1105.

## ARTICLES I- NAMES

The names of the undersigned Florida corporations which are parties to the merger and their corporate Document Numbers are:

<u>Name of Corporation:</u>	<u>Document Number:</u>
PRIMO ACCESSORIES, Inc.	F50857
HARTWELL INTERNATIONAL Inc.	685109

The above-named corporations are sometimes referred to herein as the "Constituent Corporations."

## ARTICLES II- MERGER

PRIMO ACCESSORIES shall be merged with and into HARTWELL INTERNATIONAL, which shall be the Surviving Corporation (herein the "Surviving Corporation"), in accordance with the terms and conditions set forth in the Agreement and Plan of Merger duly executed by each of the Constituent Corporations and duly adopted by the Board of Directors and Shareholders of each of the Constituent Corporations.

## ARTICLES III - ARTICLES OF INCORPORATION AND BY-LAWS OF THE SURVIVING CORPORATION

The Articles of Incorporation of HARTWELL INTERNATIONAL shall constitute the Articles of Incorporation of the Surviving Corporation until further amended in accordance with those Articles of Incorporation and the Florida Statutes. The By-Laws of HARTWELL

INTERNATIONAL shall constitute the By-Laws of the Surviving Corporation until further amended in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation, as in effect from time to time, and with the Florida Statutes.

#### **ARTICLES IV - CAPITAL STOCK**

The capital stock of PRIMO ACCESSORIES prior to the merger consists of 500 shares of common stock, with par value of one dollar(\$1.00) per share. The outstanding shares of stock of PRIMO ACCESSORIES prior to the merger are owned as follows:

<b><u>SHAREHOLDER</u></b>	<b><u>NUMBER OF SHARES</u></b>
JOHN HARTWELL	500

The capital stock of HARTWELL INTERNATIONAL prior to the merger consists of 500 shares of common stock, with par value of one dollar (\$1.00) per share. The outstanding shares of stock of HARTWELL INTERNATIONAL prior to the merger are owned as follows:

<b><u>SHAREHOLDER</u></b>	<b><u>NUMBER OF SHARES</u></b>
JOHN HARTWELL	500

Following the Effective Date (herein after defined) of the merger, the outstanding shares of capital stock of HARTWELL INTERNATIONAL, the Surviving Corporation, shall consist of 500 shares of common stock with par value of one dollar (\$1.00) per share. The stock of HARTWELL INTERNATIONAL after the merger shall be owned as follows:

<b><u>SHAREHOLDER</u></b>	<b><u>NUMBER OF SHARES</u></b>
JOHN HARTWELL	500

#### **ARTICLE V - TERMS AND CONDITIONS OF MERGER**

On the Effective Date (hereinafter defined), PRIMO ACCESSORIES shall be merged with and into HARTWELL INTERNATIONAL, with the effect provided by Florida Statutes 607.1106, the separate existence of PRIMO ACCESSORIES shall cease, the capital stock of PRIMO ACCESSORIES shall be canceled, and HARTWELL INTERNATIONAL, as the Surviving Corporation, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Incorporation and By-Laws of HARTWELL

INTERNATIONAL as they exist on the Effective Date.

**ARTICLES VI- BOARDS OF DIRECTORS AND SHAREHOLDERS APPROVAL**

The Agreement and Plan of Merger effected by these Articles of Merger was adopted by written consent of the Board of Directors and sole shareholder of each of the Constituent Corporations on the 31 day of December, 2001, in accordance with Florida Statutes 607.1101 and 607.1103.

**ARTICLES VIII - EFFECTIVE DATE**

The merger provided for herein shall be effective as of the 31<sup>st</sup> day of December, 2001 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officers of the Constituent Corporations have hereunto set their hands and seal and executed these Articles of Merger on the 31 day of December, 2001.

PRIMO ACCESSORIES, INC.,  
a Florida corporation,

By: 

John Hartwell, President

Attest: 

Linda Hartwell, Secretary

HARTWELL INTERNATIONAL  
Inc., a Florida corporation,

By: 

John Hartwell, President

Attest: 

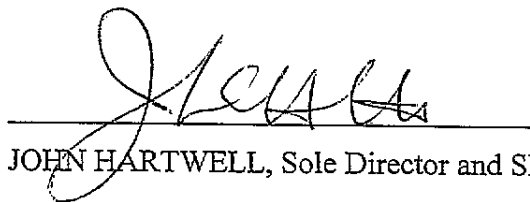
Linda Hartwell, Secretary

**CORPORATE CONSENT OF BOARD OF DIRECTORS AND SHAREHOLDER**  
**OF PRIMO ACCESSORIES, INC.**  
**AND AUTHORIZED FOR PLAN OF MERGER**

The undersigned, being the sole Director and sole shareholder of the above-named Florida corporation, hereby consents to the following actions pursuant to Florida Statutes, Sections 607.0821 and 607.0704, respectively, and the Corporation's By-Laws and Articles of Incorporation:

The undersigned Directors and Shareholder of PRIMO ACCESSORIES, Inc., hereby ratifies, adopts and approves the Agreement and Plan of Merger providing for a merger of PRIMO ACCESSORIES Inc., a Florida corporation, with and into HARTWELL INTERNATIONAL, Inc., a Florida corporation. A copy of the Agreement and Plan of Merger is attached to this Corporate Consent. Further, the Officers and Directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of the Agreement and Plan of Merger, including, without limitation, the filing of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Services and any appropriate governing or regulatory bodies.

IN WITNESS THEREOF, the sole Director and Shareholder has signed this Corporate Consent on the 31 day of December, 2001.

  
JOHN HARTWELL, Sole Director and Shareholder