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05 MAY 24 PM 4:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN MAY 24 2005

Merger

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WAH KING INVEST CORP.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jerry Gruenbaum  
(Name of person)

WAH KING INVEST CORP.  
(Name of firm/company)

Bank of America Building  
980 Post Road East, 2<sup>nd</sup> Floor  
(Address)

Westport, CT 06880  
(City/state and zip code)

For further information concerning this matter, please call:

Jerry Gruenbaum at (203) 401-8089  
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## ARTICLES OF MERGER

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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
WAH KING INVEST CORP. Kobaltweg 11 3542CE Utrecht The Netherlands	Delaware	3964914

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
1. ICBS INTERNATIONAL CORP 205 Church Street, Suite 340 New Haven, CT 06510	Florida	F03780

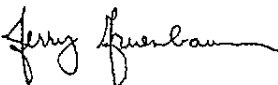
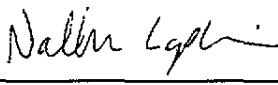
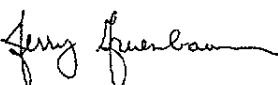
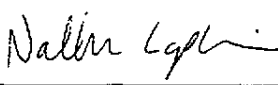
**THIRD:** The plan of merger is attached.

**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 shareholders of the surviving corporation on May 9, 2005.

**SIXTH:** Adoption of Merger by merging corporation(s)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 9, 2005.

### SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
ICBS INTERNATIONAL CORP		Jerry Gruenbaum, CEO & Chairman
		Nathan Lapkin, President & Secretary
WAH KING INVEST CORP.		Jerry Gruenbaum, CEO & Chairman
		Nathan Lapkin, President & Secretary

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**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:

<u>Name</u>	<u>Jurisdiction</u>
WAH KING INVEST CORP.	Delaware

**SECOND:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
ICBS INTERNATIONAL CORP.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

As of May 9, 2005, ICBS International Corp. merged into Wah King Invest Corp. which became the surviving corporation (the "Surviving Corporation") with the clear understanding of the Constituent Corporations that as of that date, the separate existence of ICBS International Corp. shall cease, and Wah King Invest Corp. shall thereafter possess all of the rights, privileges, immunities, powers, licenses, permits and franchises, both of public and private nature, and all the property, real, personal and mixed, all debts due on any account and all choses in action belonging to or inuring to either of the Constituent Corporations, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations. Any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place or the Surviving Corporation may be substituted in its place. The Merger shall impair neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations.

**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 rights 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:

For and in consideration of the merger of ICBS International Corp. into Wah King Invest Corp., Wah King Invest Corp. shall cause to be issued to the present stockholders of ICBS International Corp., which consists of a total of 33,871,702 shares outstanding as of the date of the merger, 33,871,702 shares of Wah King Invest Corp. Common Stock. Said 33,871,702 shares of Wah King Invest Corp. Common Stock shall represent all of the outstanding shares of Wah King Invest Corp. as of the date of the merger. The one share of Wah King Invest Corp. owned by ICBS International Corp. immediately prior to the closing shall by virtue of this merger, be cancelled and returned to the status of authorized and un-issued shares.

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

N/A