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Florida Department of State
Division of Corporations
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Division of Corporations

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Account Number : 075350000514

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MERGER OR SHARE EXCHANGE

OVERALL MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Merger
1-4-01

Fax Audit #
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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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>OVERALL MANAGEMENT, INC.</u>	<u>Florida</u>	<u>F78554</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Pete Nevada, Inc.</u>	<u>Nevada</u>	<u>C23519-1996</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.

OR 12 31 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/21/2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/21/2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

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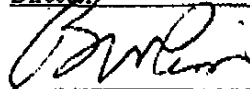
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Overall Management, Inc.



Barry R. Weiss, Vice President

Pete Nevada, Inc.



Barry R. Weiss, President

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PLAN OF MERGER

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Overall Management, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Pete Nevada, Inc.

Nevada

Third: The terms and conditions of the merger are as follows:

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The Surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

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:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional action need be taken by the Corporation to adjust the ownership interests of the Shareholders after the effective date. The certificate representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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