

F94000001877

FL

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
Account Number : 075350000353  
Phone : (212) 431-5000  
Fax Number : (212) 431-1441

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
PRO-SERVICE FORWARDING CO., INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 NOV 12 AM 10:16

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11/2/04  
merger  
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 10, 2004

PRO-SERVICE FORWARDING CO., INC.  
3333 NEW HYDE PARK RD.  
NEW HYDE PARK, NY 11042

SUBJECT: PRO-SERVICE FORWARDING CO., INC.  
REF: F94000001877

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

On the first page of the Plan of Merger in Article 1 the corporate name need to be corrected.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut  
Document Specialist

FAX Aud. #: H04000224570  
Letter Number: 404A00064414

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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, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction
PRO-SERVICE FORWARDING CO., INC.	CALIFORNIA

Document Number (If known/ applicable)
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TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction
P.S. CLEARANCE CO., INC.	FLORIDA

Document Number (If known/ applicable)
687511

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TALLAHASSEE, FLORIDA

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 \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 10/9/04

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 10/9/04

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

BLUMBERGEXCELSIOR  
62 WHITE ST, NY NY 1003 (Attach additional sheets if necessary)  
800-221-2972 X575

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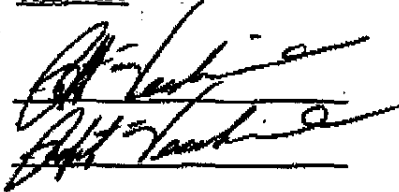
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

PRO-SERVICE FORWARDING CO.,  
INC.



ROBERT M. VECCHIONE, SECY.

P.S. CLEARANCE CO., INC.

ROBERT M. VECCHIONE, SECY.

Multiple horizontal lines for additional entries in the signature table.

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**PLAN OF MERGER OF**  
**P.S. CLEARANCE CO., INC.**  
**AND**  
**PRO-SERVICE FORWARDING CO., INC.**  
**INTO**  
**PRO-SERVICE FORWARDING CO., INC.**

**ARTICLE I**

*NAME OF CONSTITUENT CORPORATIONS*

1. The names of the constituent corporations are P.S. Clearance Co., Inc. and Pro-Service Forwarding Co., Inc.
2. The name of the surviving corporation is Pro-Service Forwarding Co., Inc.

**ARTICLE II**

*OUTSTANDING SHARES OF CONSTITUENT CORPORATIONS*

3. As to P.S. Clearance Co., Inc., the designation and number of outstanding shares of each class and series are five hundred (500) shares of \$1.00 par value common stock. The class and series entitled to vote is the common stock.
4. As to Pro-Service Forwarding Co., Inc. the designation and number of outstanding shares of each class and series are twenty thousand (20,000) shares of no par value common stock. The class and series entitled to vote is the common stock.

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ARTICLE III*TERMS AND CONDITIONS OF MERGER*

5. The issued shares of P.S. Clearance Co., Inc. held, of record, by the sole shareholder of P.S. Clearance Co., Inc. shall be converted into the right to receive cash or other consideration to be paid or delivered in exchange for shares of P.S. Clearance Co., Inc. as follows: Each share of no par value common stock share of P.S. Clearance Co., Inc. outstanding on the effective date of the merger shall entitle its holder to receive in exchange therefor, upon presentation and surrender to Pro-Service Forwarding Co., Inc. or its agent, of the certificate or certificates representing such shares, shares of no par value common stock of Pro-Service Forwarding Co., Inc. on a one-for-one basis.

6. The issued shares of Pro-Service Forwarding Co., Inc. shall not be converted in any manner, but each such share, which is issued as of the effective date of the merger, shall continue to represent one issued share of Pro-Service Forwarding Co., Inc.

7. The By-Laws of Pro-Service Forwarding Co., Inc., as they exist on the effective date of the merger, shall be and remain the By-Laws of Pro-Service Forwarding Co., Inc. until the same shall be altered, amended or repealed as provided therein.

8. The first annual meeting of the shareholders of Pro-Service Forwarding Co., Inc. held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 2005.

9. The first meeting of the sole directors of Pro-Service Forwarding Co., Inc. to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws.

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10. All persons who shall be officers of Pro-Service Forwarding Co., Inc. on the effective date of the merger shall be and remain in the same respective offices until the directors of Pro-Service Forwarding Co., Inc. shall elect or appoint their successors.

**ARTICLE IV**

**GENERAL PROVISIONS**

11. This plan shall be submitted to the sole shareholder of the constituent corporations for their authorization pursuant to law.

12. The merger shall be effected upon the filing of the certificate of merger by the Department of State.

13. Pro-Service Forwarding Co., Inc. shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

IN WITNESS WHEREOF, the undersigned has executed this plan of merger as of the 9<sup>th</sup> day of October, 2004.

P.S. CLEARANCE CO., INC.

By:   
Robert M. Vecchione, Vice President & General Counsel

PRO-SERVICE FORWARDING CO., INC.

By:   
Robert M. Vecchione, Vice President & General Counsel

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