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Kimberly A. R. x2949

MERGER OR SHARE EXCHANGE

SHARP ELECTRONICS CORPORATION

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SECRETARY OF STATE
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**ARTICLES OF MERGER
OF
MIAMI OFFICE SYSTEMS, INC.
(a Florida corporation)
Into
SHARP ELECTRONICS CORPORATION
(a New York corporation)**

The following Articles of Merger is submitted to merger the following Florida corporation into a foreign corporation in accordance with s. 607.1105, Florida Statutes.

FIRST. The name of the subsidiary corporation to be merged with and into its parent corporation is Miami Office Systems, Inc., a Florida corporation ("Subsidiary"). The name of the parent corporation is Sharp Electronics Corporation, a New York corporation (the "Corporation").

SECOND. The issued shares of the Subsidiary shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

THIRD. The effect date of the merger shall be as prescribed by law.

FOURTH. The Corporation is the Subsidiaries' sole shareholder. Shareholder approval was not required.

FIFTH. the board of directors of the Corporation adopted the plan of merger on April 27, 2007.

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IN WITNESS WHEREOF, the parties have executed this Articles of Merger as of April
30, 2007.

SHARP ELECTRONICS CORPORATION

By: 
Name: MAMORU KONDO
Title: SR. VICE-PRESIDENT

MIAMI OFFICE SYSTEMS, INC.

By: 
Name: MAMORU KONDO
Title: PRESIDENT

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PLAN OF MERGER
OF
MIAMI OFFICE SYSTEMS, INC.
(a Florida corporation)
Into
SHARP ELECTRONICS CORPORATION
(a New York corporation)

1. Sharp Electronics Corporation (the "Corporation"), which is a business corporation incorporated under the laws of the State of New York and is the owner of all of the outstanding shares of Miami Office Systems, Inc., which is a business corporation incorporated under the laws of the State of Florida (the "Subsidiary"), hereby merges the Subsidiary into the Corporation pursuant to the provisions of the laws of the jurisdiction of incorporation of the Subsidiary and pursuant to the provisions of the Business Corporation Law of the State of New York (the "NYBCL").
2. The number of outstanding shares of the Subsidiary is 3,200 shares, of which 200 are of Common Stock and 3,00 are Preferred Stock, and all of which are owned by the Corporation.
3. The separate existence of the Subsidiary shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its incorporation; and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the NYBCL.
4. The issued shares of the Subsidiary shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
5. The Board of Directors and the proper officers of the Subsidiary and of the Corporation, respectively, 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 Offices 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 contemplated herein.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of April 30, 2007.

SHARP ELECTRONICS CORPORATION

By: 
Name: MAMORU KONDO
Title: SR. VICE-PRESIDENT

By: _____
Name: _____
Title: _____

MIAMI OFFICE SYSTEMS, INC.

By: 
Name: MAMORU KONDO
Title: PRESIDENT

By: _____
Name: _____
Title: _____