

G40806

WERB, TIGANI, HOOD & SULLIVAN

ATTORNEYS AT LAW
300 DELAWARE AVENUE
TENTH FLOOR
P.O. BOX 25046

WILMINGTON, DELAWARE 19809

DUANE D. WERB*
BRUCE W. TIGANI*
MICHAEL J. HOOD*
BRIAN A. SULLIVAN

December 22, 1997

200002396522--9

-01/12/98-01017-014
*****35.00 *****35.00

TELECOPIER
(302) 652-1111

VIA UPS OVERNIGHT MAIL

*ALSO ADMITTED IN PENNSYLVANIA

Ms. Thelma Shepard
ATTN: Amendments Division
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
97 DEC 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE
200002396522--9
-01/12/98-01017-015
*****35.00 *****35.00


RE: Merger of Worldwide, Inc. into Gresham Gifts, Inc.

Dear Ms. Shepard:

Enclosed please find the Articles of Merger and Plan of Merger of Worldwide, Inc. (Florida corporation) into Gresham Gifts, Inc. (Delaware corporation) which should be filed with Florida Secretary of State on December 30, 1997. **The filing date of December 30, 1997 is very important since it is the effective date of the merger.** Also enclosed please find a check in the amount of Thirty-Five Dollars (\$35.00) made payable to "Florida Secretary of State" for the filing expenses.

Please return a clocked-in copy of the documents for our file. Should you have any questions or need anything further, please feel free to give me a call.

Very Truly Yours,


Brian A. Sullivan

BAS/sll
Enclosures

cc: Worldwide, Inc.

470 CORAPMER

VS JAN 5 1998

Rec'd 12/24

merger

G40806

ARTICLES OF MERGER
Merger Sheet

MERGING:

WORLDWIDE INC., a Florida corporation, G40806

INTO

GRESHAM GIFTS, INC., a Delaware corporation not qualified in Florida.

File date: December 30, 1997

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1997

BRIAN A. SULLIVAN
P.O. BOX 25046
WILMINGTON, DE 19899

SUBJECT: WORLDWIDE INC.
Ref. Number: G40806

We have received your document for WORLDWIDE INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

We are returning your check for \$35.00 to be replaced by one in the correct amount of \$70.00.

Please correct all the dates (circled) in your document as this date has not even gotten here yet. You may leave this (December 31, 1997) date as the effective date but correct all others.

X Dec. 30

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 597A00060475

Rec'd 12/30

WERB, TIGANI, HOOD & SULLIVAN

ATTORNEYS AT LAW
800 DELAWARE AVENUE
TENTH FLOOR
P.O. BOX 25048
WILMINGTON, DELAWARE 19899

DUANE D. WERB*
BRUCE W. TIGANI*
MICHAEL J. HOOD*
BRIAN A. SULLIVAN

December 30, 1997

TELEPHONE
(302) 652-1100

TELECOMER
(302) 652-1111

VIA FACSIMILE - (904) 487-6013

ALSO ADMITTED IN PENNSYLVANIA

Ms. Thelma Shepard
ATTN: Amendments Division
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

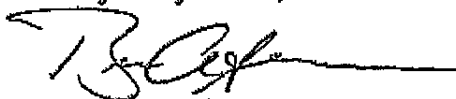
RE: Merger of Worldwide, Inc. into Gresham Gifts, Inc.

Dear Ms. Shepard:

Enclosed please find the revised Articles of Merger and Plan of Merger of Worldwide, Inc. (Florida corporation) into Gresham Gifts, Inc. (Delaware corporation) as instructed by your letter of December 26, 1997. We have sent the package overnight to your division with an extra check included of Thirty-Five Dollars (\$35.00) which brings the total filing amount to Seventy Dollars (\$70.00). Just a reminder that the filing date of December 30, 1997 is very important since it is the effective date of the merger.

Also, please do not forget to return a clocked-in copy of the documents for our file. Should you have any questions or need anything further, please feel free to give me a call.

Very Truly Yours,



Brian A. Sullivan

BAS/sll
Enclosures

cc: Worldwide, Inc.

STATE OF FLORIDA
(MERGER OF DOMESTIC AND
FOREIGN CORPORATIONS

ARTICLES OF MERGER

FILED
97 DEC 30 AM 7:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Chapter 607.1107, the following Corporations adopt these Articles of Merger:

FIRST: The name and the State under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Worldwide, Inc.	Florida
Gresham Gifts, Inc.	Delaware

SECOND: The laws of the State of Delaware, under which the foreign corporation is organized, permit such merger.

THIRD: The name of the surviving corporation, Gresham Gifts, Inc., is changing its name to Worldwide of Delaware, Inc., and it is to be governed by the laws of the State of Delaware.

FOURTH: The Plan of Merger is set forth in Exhibit "A" attached hereto and made a part hereof.

FIFTH: The Plan of Merger has been submitted to the Directors and Shareholders of Worldwide, Inc. and Gresham Gifts, Inc. and has been approved and adopted on *29th RP*
DECEMBER 29, 1997 to be EFFECTIVE DECEMBER 30, 1997.

SIXTH: The effective date of the merger is December 30, 1997.

29th RP
Dated: December 30, 1997

WORLDWIDE, INC.

BY:

Robert Pallaron
Robert Pallaron, President

GRESHAM GIFTS, INC.

BY:

Robert Pallaron
Robert Pallaron, President

**PLAN OF MERGER
BETWEEN
WORLDWIDE, INC.,
A FLORIDA CORPORATION,
AND
GRESHAM GIFTS, INC.,
A DELAWARE CORPORATION,
WITH
GRESHAM GIFTS, INC.
AS SURVIVING CORPORATION**

WHEREAS, GRESHAM GIFTS, INC., hereinafter called "Gresham" or the surviving corporation, is a Delaware corporation, with its principal place of business at Fox Ridge Office Park, 247 Commercial Street, Rockport, Maine 04856; and

WHEREAS, the aggregate number of shares that Gresham is authorized to issue is one thousand (1,000) shares, of which fifty (50) shares are outstanding and are legally and beneficially owned by Robert Pallaron, twenty-five (25) shares, and Roseann Parisi, twenty-five (25) shares; and

WHEREAS, WORLDWIDE, INC., hereinafter called "Worldwide," is a Florida corporation, with its principal place of business at 11409 Heritage Oak Court, Reston, VA 20194; and

WHEREAS, Worldwide is authorized to issue two thousand (2,000) shares at \$1.00 par value each, of which fifty (50) shares are outstanding and are legally and beneficially owned by Robert Pallaron, twenty-five (25) shares and Roseann Parisi, twenty-five (25) shares; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses and assets and liabilities of both parties be combined into one surviving corporation, Gresham Gifts, Inc., a Delaware corporation, which will change its name to Worldwide of Delaware, Inc.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Delaware and the laws of the State of Florida, do hereby agree as follows:

1. Worldwide shall merge with and into Gresham, and Gresham does hereby merge Worldwide with and into itself. On and after the effective date of this contemplated merger:

(a) Gresham Gifts, Inc. shall be the surviving corporation and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations of such surviving corporation as provided by the Delaware General Corporate Law. Gresham shall change its name to Worldwide of Delaware, Inc.

(b) Worldwide, Inc. shall cease to exist and its property shall become the property of Gresham as the surviving corporation.

2. The Articles of Incorporation and the By-Laws of Gresham shall continue as the Articles of Incorporation and By-Laws of the surviving corporation.

3. The Directors of Gresham shall be the Directors of the surviving corporation until their successors are duly elected and qualified under the By-Laws of the surviving corporation.

4. Each common share of Worldwide outstanding on the effective date of the merger shall thereupon, without further action, become one common share of the surviving corporation, without the issuance or exchange of new shares or share certificates.

5. All outstanding shares of Worldwide, and all rights in respect thereto, shall be cancelled forthwith on the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.

6. This Plan of Merger shall be submitted to the Directors and Shareholders of Worldwide for approval as required by the laws of the State of Florida. If and when such required approval is obtained, the proper officers of each corporation shall and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan. *THE PLAN OF MERGER HAS BEEN SUBMITTED TO THE SHAREHOLDERS AND DIRECTORS OF WORLDWIDE INC. AND GRESHAM GIFTS, INC. AND HAS BEEN APPROVED AND ADOPTED ON DEC. 29, 1997, EFFECTIVE DEC. 30, 1997.* (RP)

7. Notwithstanding any of the provisions of this Plan, the Directors and Shareholders of Worldwide at any time prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein; in which case this Plan shall thereby be canceled and become null and void.

8. This Plan shall be effective on December 30, 1997.

IN WITNESS WHEREOF, GRESHAM GIFTS, INC. and WORLDWIDE, INC.

have caused this Plan to be executed in their corporate names by their respective corporate officers, hereunto duly authorized, this ^{29th RP} 30th day of December, 1997.

WITNESS:

GRESHAM GIFTS, INC.

Norma Robinson

BY:

Robert Pallaron

ROBERT PALLARON, PRESIDENT

WITNESS:

WORLDWIDE, INC.

Norma Robinson

BY:

Robert Pallaron

ROBERT PALLARON, PRESIDENT