

J23402

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COIN-IT II, INC., a Florida corporation, document number 522306

INTO

RARE COIN-IT, INC., a Florida corporation, J23402

File date: July 17, 1997

Corporate Specialist: Karen Gibson

523402

LAW OFFICES  
LAWRENCE H. ROGOVIN

PROFESSIONAL ASSOCIATION

THE OFFICE PARK AT THE CALIFORNIA CLUB

1031 IVES DAIRY ROAD • SUITE 125

MIAMI, FLORIDA 33179

LAWRENCE H. ROGOVIN\*  
\*ALSO MEMBER OF THE NEW YORK BAR

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July 15, 1997

Florida Secretary of State  
Division of Corporations  
Attn: Amendment Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

300002240603--4  
-07/17/97--01084--014  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Merger of  
Coin-It II, Inc., a Florida corporation  
into Rare Coin-It, Inc., a Florida corporation

Dear Sir:

We enclose original signed Articles of Merger with respect to the above, and two (2) photocopies.

We also enclose our office account check payable to the order of Secretary of State in the amount of \$122.50 (\$70.00 filing fee and \$52.50 for a certified copy.)

Please return a certified copy of the Articles of Merger upon filing.

Thank you for your cooperation in this matter.

Very truly yours,

  
LAWRENCE H. ROGOVIN

LHR:cmd  
enclosures  
cc: Rare Coin-It, Inc. without enclosures

FILED  
97 JUL 17 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
LHR  
7/21

**ARTICLES OF MERGER  
OF  
COIN-IT II, INC., a Florida corporation  
INTO  
RARE COIN-IT, INC., a Florida corporation**

**FILED**  
97 JUL 17 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between COIN-IT II, INC., a Florida corporation, and RARE COIN-IT, INC., a Florida corporation.

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act") COIN-IT II, INC., a Florida corporation, and RARE COIN-IT, INC., a Florida corporation, adopt the following Articles of Merger

1. The Agreement and Plan of Merger dated June 30, 1996 ("Plan of Merger") between COIN-IT II, INC., a Florida corporation, and RARE COIN-IT, INC., a Florida corporation was approved and adopted by the respective shareholders of each corporation on December 31, 1996.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of COIN-IT II, INC.'s stock will be acquired by means of a merger of such corporation into RARE COIN-IT, INC. with RARE COIN-IT, INC., the surviving corporation ("Merger").

3. The Plan of Merger is attached as **Exhibit "A"** and incorporated by reference as if fully set forth.

4. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be immediately.

IN WITNESS WHEREOF, the parties have hereunto set their hands this 31st day of December, 1996.

COIN-IT II, INC.

By: Joel Hochberg  
Joel Hochberg, President

RARE COIN-IT, INC.

By: Joel Hochberg  
Joel Hochberg, President

## PLAN OF MERGER

Merger Between RARE COIN-IT, INC., a Florida corporation (the "Surviving Corp.") and COIN-IT II, INC., a Florida corporation (the "Disappearing Corp."). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §§ 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until after amended as permitted by law.

2. Distribution to Shareholders of the Disappearing Corp. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be deemed converted into an equal number of shares of stock of RARE COIN-IT, INC. Since the ownership of the Surviving Corp. shall be the same, with Joel Hochberg owning fifty-five (55%) percent of the stock, and the J.M.H. GRAT owning forty-five (45%) percent of the stock, there shall be no exchange of stock. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. The Disappearing Corp. and the Surviving Corp. shall cause their respective presidents to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with § 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date".

**EXHIBIT** 

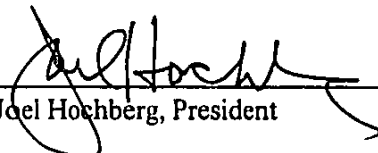
7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the Disappearing Corp. which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such corporation, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Disappearing Corp. approving the Plan by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing the Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Surviving Corp., and the Disappearing Corp. notwithstanding favorable action by the shareholders of the respective Corporations.

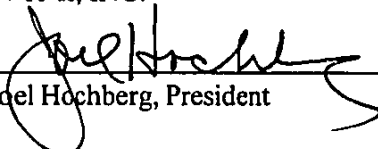
9. Internal Revenue Code. This Merger is being conducted under Section 368(a)(1)(A) of the Internal Revenue Code.

IN WITNESS WHEREOF, the parties have set their hands and seals this 31st day of December, 1996.

RARE COIN-IT, INC.

By:   
Joel Hochberg, President  
("Surviving Corp.")

COIN-IT II, INC.

By:   
Joel Hochberg, President  
("Surviving Corp.")

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