



K71234

ACCOUNT NO. : 072100000032

REFERENCE : 133617 8432A

AUTHORIZATION :

Patricia

COST LIMIT : \$ 78.75

ORDER DATE : January 29, 2002

ORDER TIME : 1:52 PM

ORDER NO. : 133617-005

CUSTOMER NO: 8432A

CUSTOMER: Ms. Cynthia Hoo-mook
Sobering, white & Luczak, P.a.
Suite 240
558 West New England Ave.
Winter Park, FL 32789

ARTICLES OF MERGER

SS MART, INC.

400004834424--2

INTO

BIG BARGAIN WORLD, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

G. Coulliette JAN 29 2002

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
2002 JAN 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 JAN 29 PM 2:54
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE AND
COMMERCIAL AFFAIRS

ARTICLES OF MERGER
Merger Sheet

MERGING:

SS MART, INC., a Florida corporation, P93000088830

INTO

BIG BARGAIN WORLD, INC., a Florida entity, K71234

File date: January 29, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

**ARTICLES OF MERGER
OF
SS MART, INC., a Florida Corporation,
into
BIG BARGAIN WORLD, INC., a Florida Corporation,**

FILED
2002 JAN 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER of SS MART, INC., a Florida corporation (hereafter "SS") and BIG BARGAIN WORLD, INC., a Florida corporation (hereafter "Big Bargain").

Pursuant to §607.1105 of the Florida Business Corporation Act (hereafter the "Act") SS and Big Bargain adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated the 10th day of December, 2001 (hereafter the "Plan of Merger"), between SS and Big Bargain was approved and adopted by the shareholders of SS on the 10th day of December, 2001 and was adopted by the shareholders of Big Bargain on the 10th day of December, 2001.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of SS' common stock will be acquired by means of a merger of SS into Big Bargain as the surviving corporation (sometimes hereafter the "Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 10th day of December, 2001.

SS MART, INC.,
a Florida corporation

By: [Signature]
Name: Jesse Maali
Title: Pres

BIG BARGAIN WORLD, INC.,
a Florida corporation

By: [Signature]
Name: Saleem Khanam
Title: V. PRESIDENT

PLAN OF MERGER

PLAN OF MERGER (hereafter sometimes the "Merger") between BIG BARGAIN WORLD, INC., a Florida corporation (the "Surviving Corp.") and SS MART, INC, a Florida corporation (the "Disappearing Corp."), (collectively sometimes hereafter the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (sometimes hereafter the "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 before the Effective Date (as that term is defined below) of the Merger, shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock, that is issued and outstanding at that time, shall, without further action, be converted into and exchanged for one share of the Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s 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 under this Plan, shall be deemed to have been paid in full satisfaction of the issuance and delivery of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock, who would otherwise be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date, shall not receive any further consideration for the conversion of their stock.

5. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Corp. shall cease, and the Surviving Corp. shall be fully vested, with and in, the 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.

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

7. Filing with the Florida Secretary of State and Effective Date. At the Closing, as provided in the Articles of Merger, to which this Plan is attached and forms a part (hereafter the "Articles"), Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles and, upon such execution, this Plan shall be deemed incorporated by reference therein as if fully set forth in the Articles and shall become an exhibit to such Articles. Thereafter, the Articles shall be promptly delivered by Surviving Corp. to the Florida Secretary of State for filing in accordance with the Act. In accordance with

§607.1105 of the Act, the Articles shall specify that the "Effective Date," shall be the filing date of the Articles with the Secretary of the State of Florida.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations 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.

9. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 10th day of December, 2001.

BIG BARGAIN WORLD, INC.,
a Florida corporation

By: [Signature]
Name: Jesse Maali
Title: Pres

SS MART, INC.,
a Florida corporation

By: [Signature]
Name: M. Saleem Khanani
Title: Vice Pres