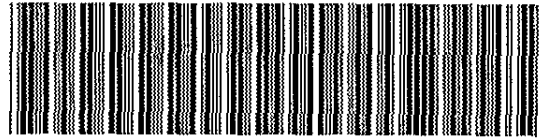


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CLERK OF
TALLAHASSEE, F



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

ALAN J. MARCUS
Attorney at Law
Aventura Corporate Center
20803 Biscayne Boulevard, Suite 301
Aventura, Florida 33180
Telephone (305) 937-1800
Telefax (305) 937-1857

FILED
03 JAN -6 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

December 31, 2002

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Merger of FLUFFY ONE, INC. into FLUFFY ONE, LLC.

Dear Sir or Madam:

Enclosed please find the Articles of Merger along with an attached Plan of Merger for the above referenced merger.

Please be kind enough to return to the undersigned a certified copy of the Amended Articles of Incorporation using the enclosed Federal Express air bill.

I also enclose a check payable to the Secretary of State in the amount of \$95.00 representing the filing fee on the above referenced Corporation, as follows:

Filing Fee for corporation	\$35.00
Filing Fee for LLC	\$25.00
Certified Copy of	
files documents	\$30.00
Certificate of Status (LLC)	\$ 5.00

Please return a certified copy of the filed Articles of Merger and Certificate of Status using the enclosed Fedex Return Envelope.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

ALAN J. MARCUS

AM/kf
Encls.
F:\WPFiles\Corporate\SecofState\Merger.ltr wpd

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLUFFY ONE, INC. A FLORIDA ENTITY

INTO

FLUFFY ONE, LLC, a Florida entity, L02000033944

File date: January 6, 2003

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER

FILED
03 JAN -6 AM 10:12

These Articles of Merger are being submitted in accordance with Sections 607.1109, 608.4382 and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office a, jurisdiction and entity type for each merging entity are as follows:

- | | | | |
|----|---|--------------|---------------------------|
| 1. | Name and Street Address | Jurisdiction | Entity Type |
| | Fluffy One, Inc.
1000 South Pointe Drive
Unit 3002
Miami Beach, FL 33139 | Florida | Corporation |
| | Document Registration Number | P02000075888 | |
| 2. | Name and Street Address | Jurisdiction | Entity Type |
| | Fluffy One, LLC.
1000 South Pointe Drive
Unit 3002
Miami Beach, FL 33139 | Florida | Limited Liability Company |
| | Document Registration Number | L02000033944 | |

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Fluffy One, LLC. 1000 South Pointe Drive Unit 3002 Miami Beach, FL 33139	Florida	Limited Liability Company
Document Registration Number	L02000033944	FEI: Applied

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:
The date the Articles of Merger are filed with Florida Department of State
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Fluffy One, Inc.
a Florida Corporation

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03 JAN -6 AM 10:12
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

By: Jason Korman
JASON KORMAN, President

Fluffy One, LLC
a Florida Limited Liability Company

By: Jason Korman
JASON KORMAN, President

STATE OF FLORIDA)

COUNTY OF MIAMI DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JASON KORMAN, President and Managing Member of Fluffy One, LLC, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

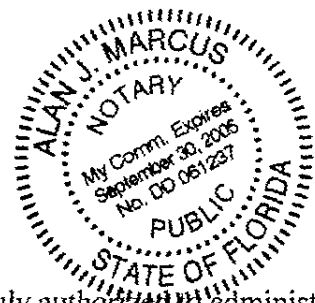
Witness my hand and official seal in the County and State last aforesaid this 31 day of December, 2002.

Seal:

Alan J. Marcus
Notary Signature

STATE OF FLORIDA)

COUNTY OF MIAMI DADE)

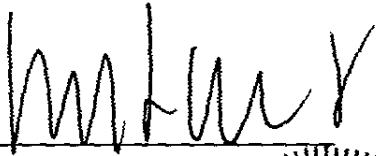


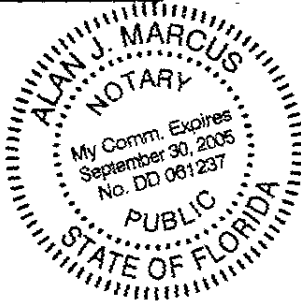
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer

oaths and take acknowledgments, personally appeared JASON KORMAN, President of Fluffy One, Inc., a Florida Corporation, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 31 day of December, 2002.

Seal:


Notary Signature



PLAN OF MERGER

FILED

03 JAN -6 AM 10:12

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST:

The exact name and jurisdiction of each **merging** party are as follows:

Name:

Jurisdiction:

Fluffy One, Inc.
1000 South Pointe Drive
Unit 3002
Miami Beach, FL 33139

Florida Corporation

Document Registration Number P02000075888

Fluffy One, LLC.
1000 South Pointe Drive
Unit 3002
Miami Beach, FL 33139

Florida Limited Liability Company

Document Registration Number L02000033944

SECOND:

The exact name and jurisdiction of the **surviving** party (the "Surviving Entity") are as follows:

Name:

Jurisdiction:

Fluffy One, LLC.
1000 South Pointe Drive
Unit 3002
Miami Beach, FL 33139

Florida

THIRD: The terms and conditions of the merger are as follows:

FILED
C: 12
STATE
FLORIDA

Fluffy One, Inc. would be absorbed by Fluffy One, LLC, and on the effective date of the merger, the existence of Fluffy One, Inc. shall cease and Fluffy One, LLC shall succeed to all of the rights, privileges, immunities franchises, and all of the property, real, personal, mixed, etc. without the necessity for any separate transfers or conveyances. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of Fluffy One, Inc. and neither the rights of creditors nor any liens on the property shall be impaired by the merger.

After the effective date of the merger, the holder of certificates of shares of common stock in Fluffy One, Inc. shall surrender same to the Surviving Corporation, in exchange for a similar percentage membership interest in the Surviving Corporation.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each stockholder of Fluffy One, Inc. shall exchange its shares for the same percentage interest in the Surviving Entity.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Each stock owner of Fluffy One, Inc. will have its percentage interest converted to an equivalent interest in the Surviving Entity.

FIFTH:

If a limited liability Company is the surviving entity and it is to be managed by on or more managers, the names and addressed of the manager is as follows:

Jason Korman
1000 South Pointe Drive
Unit 3002
Miami Beach, FL 33139

IN WITNESS WHEREOF, the parties have set their hands and seals on this instrument on the 31 day of December, 2002.

FILED
03 JAN -6 AM 10:12
TALLAHASSEE, FLORIDA

Fluffy One, Inc.
a Florida Corporation

By: [Signature]
JASON KORMAN, President

Fluffy One, LLC
a Florida Limited Liability Company

By: [Signature]
JASON KORMAN, President

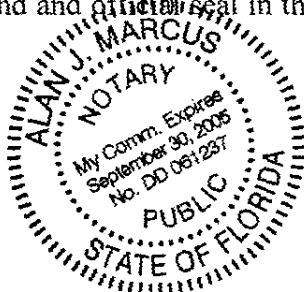
STATE OF FLORIDA)

COUNTY OF MIAMI DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JASON KORMAN, President and Managing Member of Fluffy One, LLC, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 31 day of December, 2002.

Seal:



[Signature]
Notary Signature

STATE OF FLORIDA)

COUNTY OF MIAMI DADE)

FILED

03 JAN -6 AM 10:12

CLERK OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JASON KORMAN, President of Fluffy One, Inc., a Florida Corporation, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 31 day of December, 2002.

Seal:


Notary Signature

