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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 887546 4310774

AUTHORIZATION :

COST LIMIT : \$ 50.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 24, 2006

ORDER TIME : 3:39 PM

ORDER NO. : 887546-010

CUSTOMER NO: 4310774

ARTICLES OF MERGER

QUALITY PRODUCTS & SERVICES,
LLC

INTO

QUALITY PRODUCTS & SERVICES,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Quality Products & Services, LLC 300 Craig Road Manalapan, NJ 07726	NJ	LLC
Florida Document/Registration Number:	N/A	FEI Number: 22-3338085
2. Quality Products & Services, LLC 7115 Tradition Cove Lane West West Palm Beach, FL 33412	FL	LLC
Florida Document/Registration Number: L05000114664		FEI Number: 20-4042343

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>
Quality Products & Services, LLC 7115 Tradition Cove Lane West West Palm Beach, FL 33412	FL	LLC
Florida Document/Registration Number: L05000114664		FEI Number: 20-4042343

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 limited liability company 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

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jurisdictions.

FIFTH: The surviving entity is a Florida LLC.

SIXTH: The surviving entity is a Florida LLC.

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

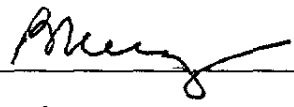
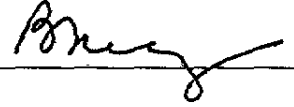
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

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

ELEVENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Quality Products & Services, LLC (NJ)		Barry Weisberg
Quality Products & Services, LLC (FL)		Barry Weisberg

PLAN OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>
QUALITY PRODUCTS & SERVICES, LLC	NJ
QUALITY PRODUCTS & SERVICES, LLC	FL

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
QUALITY PRODUCTS & SERVICES, LLC	FL

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

a. Upon the effective date of merger, the separate existence of QUALITY PRODUCTS & SERVICES, LLC (NJ) will cease and QUALITY PRODUCTS & SERVICES, LLC (FL), the surviving entity, will become the owner, without other transfer, of all the rights and property of the merging entities, and the surviving entity will become subject to all the debts and liabilities of the merging entities in the same manner as if the surviving entity had itself incurred them.

b. QUALITY PRODUCTS & SERVICES, LLC (FL) shall be the surviving entity, and shall continue to exist as a Limited Liability Company under the laws of the State of Florida, with all of the rights and obligations of such surviving Limited Liability Company.

c. The purposes will be as appears in the Certificate of Formation of the surviving entity.

d. The Certificate of Formation and the Operating Agreement of QUALITY PRODUCTS & SERVICES, LLC (FL) will, on the effective date of the merger, remain the Certificate of Formation and the Operating Agreement of the surviving entity.

e. The surviving entity will pay all expenses of this merger.

f. The Manager of QUALITY PRODUCTS & SERVICES, LLC (FL) shall be the Manager of the surviving entity until his successor is duly elected and qualified under the Operating Agreement of the surviving entity.

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

a. Each membership interest of QUALITY PRODUCTS & SERVICES, LLC (NJ) outstanding on the effective date of the merger shall thereupon without further action; become membership interest of the Surviving Entity, without the issuance or exchange of new membership certificates.

b. All membership interests of QUALITY PRODUCTS & SERVICES, LLC (NJ) shall be surrendered and canceled.

FIFTH: The name and address of the manager/managing member of the surviving LLC is as follows:

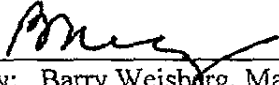
BARRY WEISBERG
7115 Tradition Cove Lane West
West Palm Beach, FL 33412

SIXTH: All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

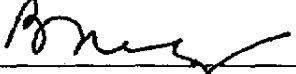
The members of either party may, in their discretion, abandon this merger subject to the rights of third parties under and contracts relating to the merger, without further action or approval by the entities at any time before the merger has been completed.

IN WITNESS WHEREOF, QUALITY PRODUCTS & SERVICES, LLC (NJ) AND QUALITY PRODUCTS & SERVICES, LLC (FL) have caused this Plan of Merger to be executed by their members on the ____ day of January, 2006.

QUALITY PRODUCTS & SERVICES, LLC (NJ)


By: Barry Weisberg, Manager

QUALITY PRODUCTS & SERVICES, LLC (FL)
The Surviving Entity


By: Barry Weisberg, Manager