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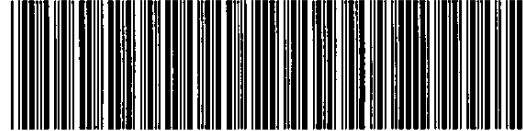
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07 JUN -5 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2007 JUN -5 PM 2: 54

TO ACKNOWLEDGE
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 933494 4300239

AUTHORIZATION :

COST LIMIT : \$ 50.00

FILED
07 JUN -5 PM 4:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : June 5, 2007

ORDER TIME : 1:03 PM

ORDER NO. : 933494-010

CUSTOMER NO: 4300239

ARTICLES OF MERGER

MULTILAYER WORLDWIDE
ENTERPRISES LLC

INTO

MULTILAYER WORLDWIDE
ENTERPRISES LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FILED
07 JUN -5 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Multilayer Worldwide Enterprises LLC	Florida	LLC
Multilayer Worldwide Enterprises LLC	New York	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Multilayer Worldwide Enterprises LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, of the Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

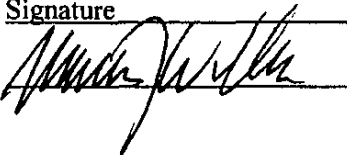
FIFTH: Signatures for each party:

Name

Signature

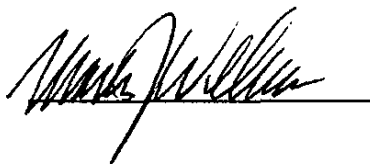
Typed Name
of Individual

Multilayer Worldwide
Enterprises LLC
(a New York limited
liability company)



Martin J. Wilhelm,
Member

Multilayer Worldwide
Enterprises LLC
(a Florida limited
liability company)



Martin J. Wilhelm,
Member

THIS AGREEMENT AND PLAN OF MERGER, is made as of the 4th day of June, 2007, by and among MULTILAYER WORLDWIDE ENTERPRISES LLC, a New York limited liability company (the "**Non-Surviving Entity**"), MULTILAYER WORLDWIDE ENTERPRISES LLC, a Florida limited liability company (the "**Surviving Entity**"), MARTIN J. WILHEIM, an individual residing at 387 South Washington Drive, Sarasota, FL 34236 ("**Martin**"), ANDREA W. FALCO IRREVOCABLE TRUST, with an address at c/o David M. Kies, 1261 Flagler Drive, Mamaroneck, NY 10543 ("**Andrea's Trust**"), and EMILY P. WILHEIM IRREVOCABLE TRUST, with an address at c/o David M. Kies, 1261 Flagler Drive, Mamaroneck, NY 10543 ("**Emily's Trust**").

WHEREAS, Martin is the sole Class B Member of the Non-Surviving Entity, Martin, Andrea's Trust and Emily's Trust are the sole Class A Members of the Non-Surviving Entity, and Martin is the sole Member of the Surviving Entity; and

WHEREAS, Martin, Andrea's Trust and Emily's Trust, in their capacity as all of the Members of the Non-Surviving Entity, and Martin, in his capacity as the sole Member of the Surviving Entity, believe it to be in their respective best interests, and in the best interests of the Non-Surviving Entity and the Surviving Entity, for the Non-Surviving Entity to merge with and into the Surviving Entity;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The Non-Surviving Entity shall be merged with and into the Surviving Entity (the "**Merger**") in accordance with the limited liability company laws of the States of New York and Florida. The Merger shall become effective upon the filing of a Certificate of Merger with the Florida Department of State.
2. The Operating Agreement of the Surviving Entity, in the form heretofore approved by the parties hereto (the "**Operating Agreement**"), shall be the Operating Agreement of the Surviving Entity from and after the date of the Merger.
3. Upon the effectiveness of the Merger, all of the membership interests of Martin, Andrea's Trust and Emily's Trust in the Non-Surviving Entity, and the membership interest of Martin in the Surviving Entity, shall be exchanged for, and converted into, the Membership Interests in the Surviving Entity set forth on **SCHEDULE "A"** hereto.
4. Upon the effectiveness of the Merger, the separate existence of the Non-Surviving Entity shall cease and all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises and every other asset of the Non-Surviving Entity shall be transferred to, vest in and devolve upon the Surviving Entity, without further act or deed and all the interests of the Non-Surviving Entity shall be as effectively the property of the Surviving Entity as they were of

the Non-Surviving Entity, and all debts, liabilities and duties of the Non-Surviving Entity shall attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by it.

IN WITNESS WHEREOF, the undersigned have signed this Agreement and Plan of Merger as of the date first above written.

**MULTILAYER WORLDWIDE
ENTERPRISES LLC**
(a New York Limited Liability Company)

BY: 
Martin J. Wilhelm, Manager

**MULTILAYER WORLDWIDE
ENTERPRISES LLC**
(a Florida Limited Liability Company)

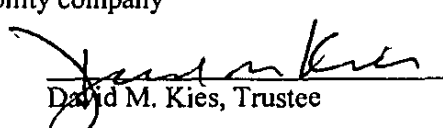
BY: 
Martin J. Wilhelm, Manager

MARTIN J. WILHEIM, in his capacity as a member of Multilayer Worldwide Enterprises LLC, a New York limited liability company, and Multilayer Worldwide Enterprises LLC, a Florida limited liability company

**ANDREA W. FALCO IRREVOCABLE
TRUST**, in its capacity as a member of Multilayer Worldwide Enterprises LLC, a New York limited liability company

By: 
David M. Kies, Trustee

**EMILY P. WILHEIM IRREVOCABLE
TRUST**, in its capacity as a member of Multilayer Worldwide Enterprises LLC, a New York limited liability company

By: 
David M. Kies, Trustee

SCHEDULE A

<u>Name</u>	<u>Address</u>	<u>Class A Membership Interest</u>
Emily P. Wilhelm Irrevocable Trust	c/o David M. Kies 1261 Flagler Drive Mamaroneck, NY 10543	25.00%
Andrea W. Falco Irrevocable Trust	c/o David M. Kies 1261 Flagler Drive Mamaroneck, NY 10543	25.00%
Martin J. Wilhelm	387 South Washington Drive Sarasota, FL 34236	50.00%

<u>Name</u>	<u>Address</u>	<u>Class B Membership Interest</u>
Martin J. Wilhelm	387 South Washington Drive, Sarasota, FL 34236	100%