



THE UNITED STATES
CORPORATION
COMPANY

L17716

FILED
99 DEC 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 513161 7103442

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : December 13, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 513161-005

900003067829--7

CUSTOMER NO: 7103442

Merger

CUSTOMER: Lisa B. Siegel, Esq
Belson & Lewis
Suite 306, Nations Bank Bldg.
2000 Glades Road
Boca Raton, FL 33431

ARTICLES OF MERGER

MERRIFAM ASSOCIATES, INC.

INTO

MERRIFAM ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

100R
12/14/99

RECEIVED
99 DEC 13 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

MERRIFAM ASSOCIATES, INC., a Florida corporation L17716

INTO

MERRIFAM ASSOCIATES, INC.. a Delaware corporation not qualified in Florida

File date: December 13, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
MERRIFAM ASSOCIATES, INC.,
a Florida corporation
and
MERRIFAM ASSOCIATES, INC.,
a Delaware corporation**

99 DEC 13 PM 12:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the applicable sections 607.1101-607.1104 and 607.1105, governing the merger of a Florida corporation into a foreign corporation with the foreign corporation as the surviving corporation, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging corporations are **MERRIFAM ASSOCIATES, INC.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and the existence of which will cease, and **MERRIFAM ASSOCIATES, INC.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Delaware.
2. The Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A".
3. The merger shall be effective as of the date of filing with the Florida Secretary of State.
4. The Plan of Merger was approved and adopted by the Board of Directors and Shareholders of both the Disappearing Corporations and the Surviving Corporation by written consents as of December 9, 1999.
5. The Surviving Corporation will continue to exist under the name "**MERRIFAM ASSOCIATES, INC.**" pursuant to the provisions of the laws of the State of Delaware.

MERRIFAM ASSOCIATES, INC.,
a Florida Corporation

By: 

Julia Merrill, President

MERRIFAM ASSOCIATES, INC.,
a Delaware Corporation

By: 

Abigail Merrill, President

**PLAN OF MERGER
OF
MERRIFAM ASSOCIATES, INC.,
a Florida corporation
and
MERRIFAM ASSOCIATES, INC.,
a Delaware corporation**

THIS AGREEMENT AND PLAN OF MERGER by and between **MERRIFAM ASSOCIATES, INC.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and **MERRIFAM ASSOCIATES, INC.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Delaware, as approved by the Board of Directors and shareholders of said corporations:

W I T N E S S E T H:

WHEREAS, the Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders and business associates of the corporations; and

WHEREAS, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in Plan of Merger and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to Plan of Merger, agree to as follows:

1. The Disappearing Corporation shall be merged with and into the Surviving Corporation. The laws of the State of Florida and the State of Delaware permit such a merger.
2. Upon the approval and adoption of this Plan of Merger, the Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporation and the Surviving Corporation, and shall be filed with the Florida Secretary of State.
3. Upon the approval and adoption of this Plan of Merger, the Articles of Merger complying with the applicable provisions of Title 8, Chapter 1, Delaware Revised Statutes, shall be duly executed by the

appropriate officers of the Disappearing Corporation and the Surviving Corporation, and shall be filed with the Delaware Secretary of State.

4. The Surviving Corporation shall continue its existence under the name of **MERRIFAM ASSOCIATES, INC.** pursuant to the provisions of law of the State of Delaware.

5. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

6. The Surviving Corporation is the sole shareholder of the Disappearing Corporation. Therefore, the issued shares of the Disappearing Corporation shall not be converted or exchanged in any manner or any consideration paid therefor. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefor, but each said share of the Surviving Corporation which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

7. Abigail Merrill shall serve as President, Secretary and Treasurer of the Surviving Corporation upon the effective date of the merger. Abigail Merrill shall be the sole director of the Board of Directors and the sole officer of the Surviving Corporation, who shall hold her directorship and offices until the election, choice, and qualification of their respective successors or until her tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

8. The Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger of the merger provided herein.

This Plan of Merger is effective as the later of the date of filing with the Florida Secretary of State and the Delaware Secretary of State.

Dated: December 9, 1999

MERRIFAM ASSOCIATES, INC., a Florida corporation

By: 
Julia Merrill, President

MERRIFAM ASSOCIATES, INC., a Delaware corporation

By: 
Abigail Merrill, President

**CONSENT OF MERGER
OF
MERRIFAM ASSOCIATES, INC.,
a Florida corporation
and
MERRIFAM ASSOCIATES, INC.,
a Delaware corporation**

THIS CONSENT OF MERGER by and between the Board of Directors and the shareholders of **MERRIFAM ASSOCIATES, INC.**, (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and **MERRIFAM ASSOCIATES, INC.**, (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Delaware, as approved by the Board of Directors and the shareholders of said corporations:

W I T N E S S E T H:

WHEREAS, the Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors and the shareholders of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders of the Corporations; and

WHEREAS, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in the Agreement of Merger and in accordance with the applicable laws of the State of Georgia and the State of Delaware;

NOW, THEREFORE, BE IT


1. **RESOLVED**, that the Board of Directors and shareholders consent to the merger as more fully described in the Plan of Merger where the Disappearing Corporation shall be merged with and into the Surviving Corporation.

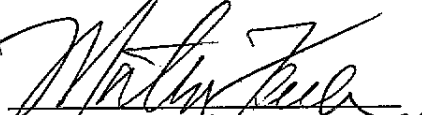
2. **FURTHER RESOLVED**, that the Board of Directors and shareholders of the Disappearing and Surviving Corporations are hereby empowered to execute all documents necessary to effectuate the merger.


IN WITNESS WHEREOF, the Board of Directors and the shareholders have executed this written Consent of Merger on this 9th day of December, 1999.

Witnessed by:


MERRIFAM ASSOCIATES, INC.,
a Florida corporation



Print Name: ALVIN C. MARTIN

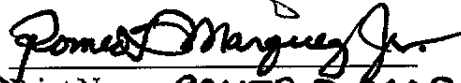

Print Name: NORTON FARBER

By: 
Julia Merrill, its President

MERRIFAM ASSOCIATES, INC.,
a Delaware corporation


Print Name: AB

By: 
Abigail Merrill, its President


Print Name: ROMEO D. MARQUEZ JR.