

L58246

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April 3, 2001

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Articles of Merger
Our File No.: 00-12-062

Dear Sir or Madam:

Enclosed you will find the original and one copy of the following documents:

1. Articles of Merger between MAGIC BLIND CLEANING, INC and SUN SOLUTIONS BY GAYLE, INC. into one entity to be known as MAGIC BLINDS AND SUN SOLUTIONS, INC.
2. The Plan of Merger.
3. Notice regarding consents.

Please record these documents and reflect the merger accordingly.

In addition, I have enclosed my firm's Trust Account Check, number 2933, in the amount of \$ 43.75 to cover the cost of recording/filing of the Articles of Merger and the issuance of one certified copy of the recorded Articles.

Please return the enclosed copy of the Articles along with your letter in the enclosed, postage pre-paid envelope.

Thank you for your assistance in this matter.

Very truly yours,

SUSAN L. EBERLE

SLE/cam
Enclosures

Merger + NC
4-24-01
045

FILED
01 APR -5 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-04/05/01--01093--001
*****43.75 *****43.75

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-04/24/01--01022--023
*****35.00 *****35.00

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April 19, 2001

Mr. Doug Spitler
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

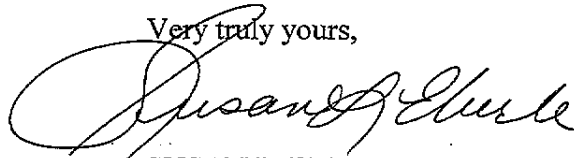
RE: Articles of Merger
For: Magic Blind Cleaners, Inc. and Sun Solutions By Gayle, Inc. into
MAGIC BLIND AND SUN SOLUTIONS, INC.
Our File No.: 00-12-062

Dear Doug:

Per your instructions I am sending you my firm's Trust Account Check, number 2934, in the amount of \$35.00 to cover the additional filing fee for the Articles of Merger between Magic Blind Cleaners, Inc. and Sun Solutions By Gayle, Inc. I apologize for the delay in transmitting these additional fees to you.

If you need any additional information or documentation, do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,


SUSAN L. EBERLE

SLE/cam

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUN SOLUTIONS BY GAYLE, INC., a Florida corporation, P97000099760

INTO

MAGIC BLIND CLEANING, INC. which changed its name to

MAGIC BLINDS AND SUN SOLUTIONS, INC., a Florida entity, L58246

File date: April 5, 2001

Corporate Specialist: Doug Spitler

FILED
01 APR -5 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF

Sun Solutions By Gayle, Inc., a Florida Corporation,
into
Magic Blind Cleaning, Inc. a Florida Corporation

ARTICLES OF MERGER between Sun Solutions By Gayle, Inc., a Florida corporation ("Disappearing Corporation") and Magic Blind Cleaning, Inc., a Florida corporation ("Surviving Corporation").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Disappearing Corporation and Surviving Corporation adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated March 27, 2001 ("Plan of Merger"), between Sun Solutions By Gayle, Inc. and Magic Blind Cleaning, Inc. was approved and adopted by the shareholders of Sun Solutions By Gayle, Inc., on March 27, 2001 and was adopted by the shareholders of Magic Blind Cleaning, Inc. on March 27, 2001.

2. Under the Plan of Merger, all issued and outstanding shares of Sun Solutions By Gayle, Inc.'s stock will be acquired by means of a merger of Sun Solutions By Gayle, Inc. into Magic Blind Cleaning, Inc. with MAGIC BLINDS and SUN SOLUTIONS, Inc. being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on date of the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on this 27th day of March 2001.

ATTEST:

Magic Blind Cleaning, Inc.

Sun Solutions By Gayle, Inc.

By: 

GAYLE MEAGHER
President

By: 

GAYLE MEAGHER
President

(Seal)

(Seal)

PLAN OF MERGER

Merger between Magic Blind Cleaning, Inc. (the "Surviving Corp.") and Sun Solutions By Gayle, Inc., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("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, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date, are as follows:

ARTICLE I

NAME

The name of the corporation is MAGIC BLINDS and SUN SOLUTIONS, INC.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in any legal business in the State of Florida.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for a total of \$100.00 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 such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. There are no fractional shares of surviving corporation's stock.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in 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 Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

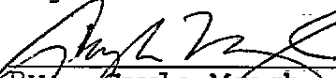
7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date that the Articles of Merger are filed with the Secretary of State, Division of Corporations.

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.

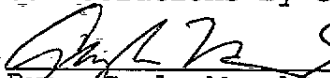
9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the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

Accepted this 27th day of March 2001.

Magic Blinds Cleaning, Inc.

By: 
Gayle Meagher
President

Sun Solutions By Gayle, Inc.

By: 
Gayle Meagher
President