

M39142

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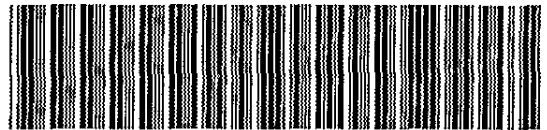
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FILED
02 DEC -2 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-02

merger
T. Lewis 12/9/02

JANI E. MAURER
Attorney and Counselor at Law
500 N.E. Spanish River Boulevard
Suite 27
Boca Raton, Florida 33431-4517

Admitted in New York
and Florida

Tel. No. (561) 392-4142
Fax. No. (561) 392-2063

November 29, 2002

Florida Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Magic Style, Inc. Merger

Dear sir or Madam:

Enclosed for filing please find the Articles of Merger of Shoulder Pad and Trim Source, Inc. into Magic Style, Inc. also enclosed are the following documents:

1. Copy of Agreement and Plan of Merger;
2. Copy of Magic Style, Inc. Unanimous Written Consent of Directors;
3. Copy of Shoulder Pad Unanimous Written Consent of Directors;
4. Copy of Magic Style, Inc. Unanimous Written Consent of Shareholders;
5. Copy of Shoulder Pad Unanimous Written Consent of Shareholder;
6. Check in the sum of \$78.75 representing payment of the filing fee for both corporations plus the fee for a certified copy of the merger.

Kindly forward the certified copy to the undersigned.

Thank you for your assistance and prompt attention to this matter. If you have any questions or require further information, please call the undersigned on your receipt of this letter.

Sincerely,



Jani E. Maurer

JEM/slm
encls.
via overnight mail
cc: Mr. Scott Saltzman

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SHOULDER PAD AND TRIM SOURCE, INC., a Florida entity,
P96000089299

INTO

MAGIC STYLE, INC., a Florida entity, M39142

File date: December 2, 2002, effective December 31, 2002

Corporate Specialist: Thelma Lewis

Articles of Merger

EFFECTIVE DATE

12-31-02

ARTICLES OF MERGER OF ^{THE} SHOULDER PAD AND TRIM SOURCE, INC.
WITH AND INTO MAGIC STYLE, INC.

THE The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to Sections 607.1101 et. seq., of Florida Statutes for the purpose of merging SHOULDER PAD AND TRIM SOURCE, INC., a Florida corporation, with and into MAGIC STYLE, INC., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

Name of Corporation

State of Incorporation

Magic Style, Inc.

Florida

THE The Shoulder Pad and Trim Source, Inc.

Florida

2. The name which the Surviving Corporation is to have after the merger will be "MAGIC STYLE, INC."

3. This merger is permitted under the laws of the State of Florida. MAGIC STYLE, INC. and SHOULDER PAD AND TRIM SOURCE, INC. have complied with the applicable provisions of the laws of the State of Florida.

4. The AGREEMENT AND PLAN OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. AND MAGIC STYLE, INC. (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit I attached hereto and incorporated herein by reference.

5. The Board of Directors of MAGIC STYLE, INC., the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on November 27, 2002, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of SHOULDER PAD AND TRIM SOURCE, INC. approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on November 27, 2002, and directed that such document be submitted to a vote of its shareholders. The shareholders of MAGIC STYLE, INC. and SHOULDER PAD AND TRIM SOURCE, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on November 27, 2002, in the manner prescribed by law.

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

Name of Corporation

Number of Shares
Outstanding

Number of Shares
Entitled to Vote

FILED
02 DEC -2 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAGIC STYLE, INC.	50 shares of \$1.00 par value common stock	50
THE SHOULDER PAD AND TRIM SOURCE, INC.	1,000 shares of \$1.00 par value common stock	1,000

There were no shares of MAGIC STYLE, INC. or SHOULDER PAD AND TRIM SOURCE, INC. entitled to vote as a class.

7. The number of shares voted for and against the approval and adoption of the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
MAGIC STYLE, INC.	50 shares common	None
THE SHOULDER PAD AND TRIM SOURCE, INC.	1,000 shares common	None

8. The Articles of MAGIC STYLE, INC. will not be amended in conjunction with the merger.

9. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 5:00 p.m., on December 31, 2002 pursuant to Fla. Stat. sec. 607.1105, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary of SHOULDER PAD AND TRIM SOURCE, INC. and by the President and Secretary of MAGIC STYLE, INC., each thereunto duly authorized, as of the 27 day of November, 2002.

~~THE~~ SHOULDER PAD AND TRIM SOURCE, INC.

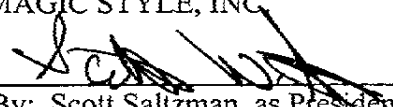

By: Scott Saltzman, as President

[CORPORATE SEAL]
ATTEST:


Scott Saltzman, Secretary

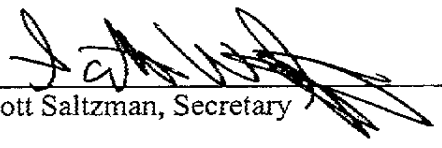
-3-

MAGIC STYLE, INC


By: Scott Saltzman, as President

[CORPORATE SEAL]

ATTEST:


Scott Saltzman, Secretary

AGREEMENT AND PLAN OF MERGER OF
~~THE~~ SHOULDER PAD AND TRIM SOURCE, INC.
WITH AND INTO MAGIC STYLE, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of November 27, 2002, by and between SHOULDER PAD AND TRIM SOURCE, INC. (hereinafter "SHOULDER PAD"), a corporation organized and existing under the laws of the State of Florida (Shoulder Pad being hereinafter sometimes referred to as the "Merging Corporation") and MAGIC STYLE, INC. (hereinafter "MAGIC"), a corporation organized and existing under the laws of the State of Florida (Magic being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Shoulder Pad be merged with and into Magic, with Magic being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 Shoulder Pad shall be merged with and into Magic in accordance with the laws of the State of Florida. The separate corporate existence of Shoulder Pad shall thereby cease, and Magic Shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be "Magic Style, Inc."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all

the duties and liabilities of a corporation organized under the Florida Corporate Statutes and shall be liable and responsible for all the debts, liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 5:00 p.m. on December 31, 2002. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time".

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

ARTICLES AND BYLAWS: DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of Magic, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of Magic, as in effect immediately prior to the Effective Time, shall after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and Officers of Magic immediately prior to the Effective Time shall, after the merger, continue as the Directors and Officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Corporation presently has issued and outstanding fifty (50) shares of \$1.00 par value common stock, which shares of common stock are the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporation presently has issued and outstanding ten thousand (10,000) shares of \$1.00 par value common stock.

4.3 At the Effective Time, each one thousand (1,000) issued and outstanding shares of Shoulder Pad common stock shall be converted into ten (10) shares of Magic common stock. After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of Shoulder Pad common stock shall surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, ten (10) shares of Magic common stock for every one thousand (1,000) shares of Shoulder Pad common stock previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented one thousand (1,000) shares of Shoulder Pad common stock shall be deemed and treated for all corporate purposes to represent the ownership of ten (10) shares of Magic common stock. No other cash, shares, securities or obligations will be distributed or issued upon conversion of Shoulder Pad common stock.

ARTICLE V

MISCELLANEOUS


5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, officers or shareholders in respect of this Agreement and Plan.

5.2 The Shareholders of Magic and Shoulder Pad dissenting to the Agreement and Plan shall be entitled, pursuant to sections 607.1301 et. seq. of the Florida Statutes, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.


IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

MAGIC STYLE, INC.


By: Scott Saltzman, as President

[CORPORATE SEAL]

ATTEST:



Scott Saltzman, Secretary

SHOULDER PAD AND TRIM SOURCE,
INC.


By: Scott Saltzman, as President

[CORPORATE SEAL]

ATTEST:


Scott Saltzman, Secretary

MAGIC STYLE, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE SHAREHOLDER

The undersigned, being the sole shareholder of MAGIC STYLE, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1103 of Florida Statutes, does hereby waive any and all requirements for the holding of a meeting of the shareholders, does hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to Sections 607.1301 et. seq. of the Florida Statutes, and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing his written consent hereto:

Approval of Merger with Shoulder Pad and Trim Source, Inc.

WHEREAS, in the opinion of the Board of Directors of the Corporation, it is advisable and in the best interest of the Corporation that Shoulder Pad and Trim Source, Inc. be merged with and into the Corporation pursuant to the provisions of Florida Statutes; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholder of the Corporation, it is advisable and in the best interest of the shareholder and the Corporation that Shoulder Pad and Trim Source, Inc. be merged with and into the Corporation

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the undersigned shareholder does hereby waive and relinquish any and all rights of dissenting shareholders provided by Sections 607.1301 et. seq. of Florida Statutes; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby

are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with Sections 607.1101 et. seq. of Florida Statutes; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being the sole shareholder of the Corporation, does hereby consent to all actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholder has hereunto set his hand and seal on this day 27 day of November, 2002.

SHAREHOLDER:


Scott Saltzman

THE SHOULDER PAD AND TRIM SOURCE, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE SHAREHOLDER

The undersigned, being the sole shareholder of SHOULDER PAD AND TRIM SOURCE, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1103 of Florida Statutes, does hereby waive any and all requirements for the holding of a meeting of the shareholders, does hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to Sections 607.1301 et. seq. of Florida Statutes, and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing his written consent hereto:

Approval of Merger with Magic Style, Inc.

WHEREAS, in the opinion of the Board of Directors of the Corporation, it is advisable and in the best interest of the Corporation that the Corporation be merged with and into the Magic Style, Inc. pursuant to the provisions of Florida Statutes; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholder of the Corporation, it is advisable and in the best interest of the shareholder and the Corporation that the Corporation be merged with and into the Magic Style, Inc.;

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the undersigned shareholder does hereby waive and relinquish any and all rights of dissenting shareholders provided by Sections 607.1301 et. seq. of Florida Statutes; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with Sections 607.1101 et. seq. of Florida Statutes; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being the sole shareholder of the Corporation, does hereby consent to all actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholder has hereunto set his hand and seal on this day 27 day of November, 2002.

SHAREHOLDER


Scott Saltzman

MAGIC STYLE, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS

The undersigned, being the sole member of the Board of Directors of MAGIC STYLE, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of Fla. Stat. secs. 607.0821 and 607.0823, does hereby waive any and all requirements for holding of a meeting of the Board of Directors of the Corporation and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Shoulder Pad and Trim Source, Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interests of the Corporation and its shareholders that Shoulder Pad and Trim Source, Inc. be merged with and into the Corporation pursuant to the provisions of Fla. Stat. Ch. 607; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "AGREEMENT AND PLAN MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto, as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary of appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 27 day of November, 2002.

DIRECTOR:


SCOTT SALTZMAN

THE SHOULDER PAD AND TRIM SOURCE, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS

The undersigned, being the sole member of the Board of Directors of SHOULDER PAD AND TRIM SOURCE, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of Fla. Stat. secs. 607.0821 and 607.0823, does hereby waive any and all requirements for holding of a meeting of the Board of Directors of the Corporation and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with MAGIC STYLE, Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interests of the Corporation and its shareholder that the Corporation be merged with and into the Magic Style, Inc. pursuant to the provisions of Fla. Stat. Ch. 607; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "AGREEMENT AND PLAN MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF SHOULDER PAD AND TRIM SOURCE, INC. WITH AND INTO MAGIC STYLE, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto, as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholder of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholder, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary of appropriate to effectuate the AGREEMENT AND PLAN

OF MERGER and the full intent and purposes thereof.

The undersigned, being the sole Director of the Corporation, does hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Director has hereunto set his hand and seal on this 27 day of November, 2002.

DIRECTOR:


SCOTT SALTZMAN