

P00000029219

Florida Department of State
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From:

Account Name : STEPHEN F. GOLDENBERG, P.A.
Account Number : 076060003657
Phone : (954) 523-2626
Fax Number : (954) 523-5306

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MERGER OR SHARE EXCHANGE

2501 INVESTMENTS, INC.

Certificate of Status	0
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Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS

Merger

08-22-01
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ARTICLES OF MERGER
Merger Sheet

MERGING:

2507 HOLDINGS, INC., a Florida corporation, P00000029216

INTO

2501 INVESTMENTS, INC., a Florida entity, P00000029219

File date: August 21, 2001

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER OF 2507 HOLDINGS, INC.
a Florida corporation
INTO
2501 INVESTMENTS, INC.,
a Florida corporation

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DIVISION OF CORPORATIONS
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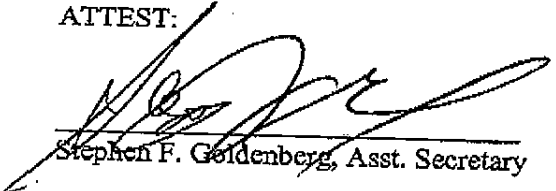
ARTICLES OF MERGER between 2507 HOLDINGS, INC., a Florida corporation ("2507") and 2501 INVESTMENTS, INC., a Florida corporation ("2501").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), 2507 and 2501 adopt the following Articles of Merger.

1. The Plan of Merger dated the 20th day of August, 2001 ("Plan"), between 2507 and 2501 was approved and adopted by the shareholders of 2507 and 2501 on August 20, 2001.
2. Under the Plan, all issued and outstanding shares of 2507's stock will be acquired by means of a merger of 2507 into 2501 with 2501 the surviving corporation ("Merger").
3. The Plan 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 the filing of these Articles of Merger with the Secretary of State of Florida.


IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, 2507 HOLDINGS, INC. and 2501 INVESTMENTS, INC., acting through their duly authorized officers, this 20th day of August, 2001, have signed these Articles of Merger.

ATTEST:

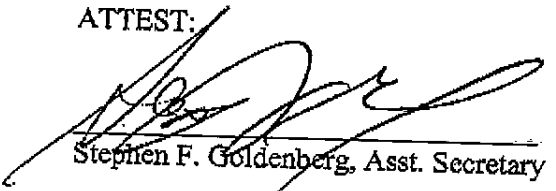

Stephen F. Goldenberg, Asst. Secretary

2507 HOLDINGS, INC.

By:

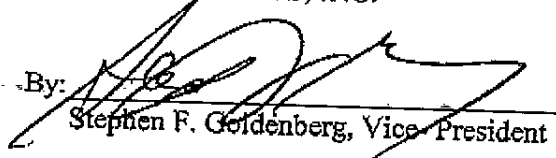

Stephen F. Goldenberg, Vice-President

ATTEST:


Stephen F. Goldenberg, Asst. Secretary

2501 INVESTMENTS, INC.

By:


Stephen F. Goldenberg, Vice-President

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FAX AUDIT NUMBER:(((H01000091993 5)))

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21st day of August, 2001 by
Stephen F. Goldenberg, as Vice-President and Asst. Secretary of 2507 HOLDINGS, INC. and 2501
INVESTMENTS, INC., who is personally known to me and who did not take an oath.



Denise Karp
Commission #CC938022
Expires July 31, 2004
Suzanne Tuck
Atlantic Bonding Co., Inc.



Signature of Notary Public

Typed/Printed Name of Notary Public

Notary Public, State of Florida
My Commission Expires:

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FAX AUDIT NUMBER:(((H01000091993 5)))

PLAN OF MERGER OF 2507 HOLDINGS, INC.
a Florida corporation
INTO
2501 INVESTMENTS, INC.,
a Florida corporation

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS

1. The name of each constituent corporation is 2507 HOLDINGS, INC. and 2501 INVESTMENTS, INC.
2. The name of the surviving corporation is 2501 INVESTMENTS, INC., and subsequent to the merger, its name shall remain unchanged.

ARTICLE II

SHARES OF CONSTITUENT CORPORATIONS

1. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

2507 HOLDINGS, INC. -	1000 shares of \$1.00 par value common stock
2501 INVESTMENTS, INC.-	1000 shares of \$1.00 par value common stock

ARTICLE III

TERMS AND CONDITIONS OF THE PROPOSED MERGER

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

1. The purposes, the registered agent, the address of the registered agent, the address of the registered office, the numbers of directors and capital stock of the surviving corporation shall now be as appears in the Articles of Incorporation of 2501 INVESTMENTS, INC., a Florida corporation, as on file with the Office of the Secretary of the State of the State of Florida. The terms and provisions of such Articles of Incorporation shall be deemed the Articles of Incorporation of the surviving corporation.

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2. The persons who upon the effective date of the merger shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of 2501 INVESTMENTS, INC. on the effective date.

3. The persons who upon the effective date of the merger shall constitute the Officers of the surviving corporation shall be the persons constituting the Officers of 2501 INVESTMENTS, INC. on the effective date.

4. This Agreement is approved by the shareholders, without a meeting, as attached.

5. Upon the effective date, the separate existence of 2507 HOLDINGS, INC. shall cease, and shall be merged into the surviving corporation, and the surviving corporation shall continue unaffected and unimpaired by the merger; all liabilities of the merged corporation shall then attached to the surviving corporation.

ARTICLE IV

MEETING OF THE BOARD OF DIRECTORS

The first meeting of the Board of Directors of the surviving corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the surviving corporation and may be held at the time and place specified in the Notice of the Meeting.

ARTICLE V

MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

The shareholders of both of the corporations and their sharehold interest in each corporation is identical. In lieu of an exchange of shares, each share of the common voting shares of 2507 HOLDINGS, INC. outstanding on the effective date of the merger and all rights in respect thereto shall, forthwith upon such effective date, be cancelled.

ARTICLE VI

MISCELLANEOUS PROVISIONS

1. Effective Date-Date of Filing. This Plan shall be submitted to the respective shareholders of the constituent corporations as provided by law for the adoption thereof by the

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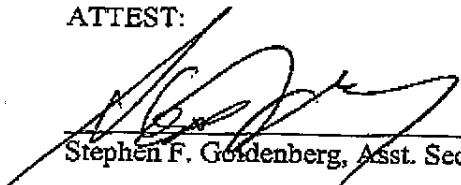
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requisite votes of the shareholders of each of the constituent corporations as provided by law, all in accordance with the Corporation Act of the State of Florida. The merger shall be effective upon the filing of the Articles of Merger with the Secretary of State, State of Florida.

2. Abandonment of Merger. If, at any time prior to the effective date hereof, events or circumstances occur, which, in the opinion of a majority of the Board of Directors of either constituent corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though previously adopted by the shareholders of the constituent corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this Plan has been taken by the Board of Directors of either constituent corporation.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, 2507 HOLDINGS, INC. and 2501 INVESTMENTS, INC., acting through their duly authorized officers, this 21st day of August, 2001, have signed this Plan of Merger.

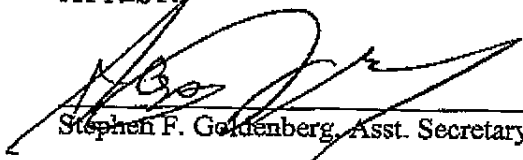
ATTEST:


Stephen F. Goldenberg, Asst. Secretary

2507 HOLDINGS, INC.

By: 
Stephen F. Goldenberg, Vice-President

ATTEST:


Stephen F. Goldenberg, Asst. Secretary

2501 INVESTMENTS, INC.

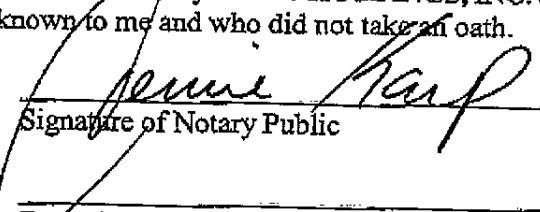
By: 
Stephen F. Goldenberg, Vice-President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21st day of August, 2001 by Stephen F. Goldenberg, as Vice-President and Asst. Secretary of 2507 HOLDINGS, INC. and 2501 INVESTMENTS, INC., who is personally known to me and who did not take an oath.



Denise Karp
Commission # CC 504992
Expires July 31, 2004
Noted Firm
Atlantic Bearing Co., Inc.


Signature of Notary Public

Typed/Printed Name of Notary Public
Notary Public, State of Florida
My Commission Expires:

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