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FILED
01 APR 19 AM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) M.B.E. International Resources, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

RECEIVED
01 APR 19 AM 9:41
DIVISION OF CORPORATION

APR
4/19/01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MBE INTERNATIONAL RESOURCES, INC., a New Jersey corporation not
authorized to transact business in Florida

,

INTO

M.B.E. INTERNATIONAL RESOURCES, INC., a Florida entity, P01000002022.

File date: April 19, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF
MBE INTERNATIONAL RESOURCES, INC.
INTO
M.B.E. INTERNATIONAL RESOURCES, INC.**

FILED
01 APR 19 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida General Corporation Act, governing the merger of a foreign corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger:

1. The names of the merging corporations are MBE INTERNATIONAL RESOURCES, INC., which is a business corporation organized under the laws of the State of New Jersey, and the existence of which will cease and M.B.E. INTERNATIONAL RESOURCES, INC., which is a business corporation organized under the laws of the State of Florida and which shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging MBE INTERNATIONAL RESOURCES, INC. with and into M.B.E. INTERNATIONAL RESOURCES, INC. as approved by the Board of Directors of each of said corporations.

3. The number of shares of each of MBE INTERNATIONAL RESOURCES, INC. and M.B.E. INTERNATIONAL RESOURCES, INC. which were entitled to vote at the time of the approval of the Plans of Merger by its shareholders is 100 shares of common stock, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporations approved the Plans of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was January 5, 2001.

4. M.B.E. INTERNATIONAL RESOURCES, INC. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. All of the shareholders of the surviving

corporation approved the Plan of Merger pursuant to their written consent without a meeting of shareholders.

5. The applicable provisions of the laws of the jurisdiction of organization of MBE INTERNATIONAL RESOURCES, INC. relating to the merger of MBE INTERNATIONAL RESOURCES, INC. with and into M.B.E. INTERNATIONAL RESOURCES, INC. have been complied with and permit the merger.

6. The merger herein provided for shall become effective in the State of Florida on the date the Certificate of Merger is filed by the Department of State.

IN WITNESS WHEREOF we have signed this certificate this 6th day of April, 2001.

MBE INTERNATIONAL RESOURCES, INC.

BY: Michael Estroff, Pres.

BY: SHERYL ESTROFF, Sec.

M.B.E. INTERNATIONAL RESOURCES, INC.

BY: Michael Estroff, Pres.

BY: SHERYL ESTROFF, Sec.

STATE OF FLORIDA

COUNTY OF New York

} ss.:

On this 18 day of April, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared Michael Estroff, the President and Secretary of MBE INTERNATIONAL RESOURCES, INC., and that he executed as said President and Secretary the foregoing Articles of Merger of said corporations as their acts and deeds and as the acts and deeds of said corporations.

Witness my hand and seal of office on the day and year first aforesaid.

Mark Nesoff
Notary Public
Commission Expires:

Seal:

MARK NESOFF
Notary Public, State of New York
No. 4775782
Qualified in Westchester County
Commission Expires March 30, 2003

New York
STATE OF FLORIDA

COUNTY OF *New York*

} ss.: *stark/ Estuff*

On this *18* day of *April*, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared Michael Estroff, who acknowledged to me that he is the President and Secretary of M.B.E. INTERNATIONAL RESOURCES, INC. and that he executed as said President and Secretary the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

Witness my hand and seal of office on the day and year first aforesaid.

Mark Nesoff
Notary Public

Commission Expires: *for*

Seal:

MARK NESOFF
Notary Public, State of New York
No. 4775782
Qualified in Westchester County
Commission Expires March 30, *2002*

**PLAN OF MERGER OF MBE INTERNATIONAL RESOURCES, INC.,
INTO M.B.E. INTERNATIONAL RESOURCES, INC.**

The following Plan of Merger (the "Plan") shall effect the merger of MBE INTERNATIONAL RESOURCES, INC. a business corporation organized under the laws of the State of New Jersey into M.B.E. INTERNATIONAL RESOURCES, INC., a business corporation organized under the laws of the State of Florida.

1. The names of each constituent corporation to the merger are MBE INTERNATIONAL RESOURCES, INC. and M.B.E. INTERNATIONAL RESOURCES, INC. The name of the surviving corporation is M.B.E. INTERNATIONAL RESOURCES, INC. which shall continue to exist under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of MBE INTERNATIONAL RESOURCES, INC. shall cease upon the effective date of the merger in accordance with the provisions of the Florida General Corporation Act.

2. MBE INTERNATIONAL RESOURCES, INC. has outstanding 100 shares of common stock. M.B.E. INTERNATIONAL RESOURCES, INC. has outstanding 100 shares of common stock. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) All the outstanding shares of M.B.E. INTERNATIONAL RESOURCES, INC., the surviving corporation, shall remain unchanged in the hands of the holders thereof as outstanding shares of the surviving corporation.

(b) No cash or other consideration shall be paid or delivered for the shares of MBE INTERNATIONAL RESOURCES, INC. and the certificates for such shares shall be converted into shares of M.B.E. INTERNATIONAL RESOURCES, INC. at the rate of one share for each one share of the surviving corporation.

(c) The certificate of incorporation and by-laws of M.B.E. INTERNATIONAL RESOURCES, INC. shall remain unchanged until amended or

changed as provided therein or as provided by law. The officers and directors of M.B.E. INTERNATIONAL RESOURCES, INC. shall remain as the officers and directors of the surviving corporation.

(d) All the property, real or personal; rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action and every other asset of MBE INTERNATIONAL RESOURCES, INC. shall be transferred to, vest in and devolve upon M.B.E. INTERNATIONAL RESOURCES, INC., the surviving corporation, without further act or deed and every interest of the surviving corporation and MBE INTERNATIONAL RESOURCES, INC. shall be as effectively the property of the surviving corporation as they were of the surviving corporation and MBE INTERNATIONAL RESOURCES, INC.

(e) The surviving corporation shall assume and be liable for all the liabilities, obligations and royalties of MBE INTERNATIONAL RESOURCES, INC.

4. The Plan of Merger shall be submitted to the shareholders of MBE INTERNATIONAL RESOURCES, INC. for their approval and to the shareholders of M.B.E. INTERNATIONAL RESOURCES, INC. for their approval.

5. The effective date in the State of Florida of the merger herein provided shall be the date the Certificate of Merger is filed by the Department of State.