

P01000018715

LAW OFFICES

MANDEL, WEISMAN, KIRSCHNER & BRODIE, P.A.

BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, SUITE 300
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SOUTH FLORIDA TOLL FREE
1-800-416-2249

MITCHELL B. KIRSCHNER*
Ext. 225
Email: mkirschner@mwkpalaw.com

*Fla. Bar Certified in Real Estate Law

April 18, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: PM II Design Associates, Inc.
Ref. Number: P01000018715

800004045358--3
-04/26/01--01068--018
*****35.00 *****35.00

800004045358--3
-04/23/01--01160--012
*****35.00 *****35.00

800004045358--3
-04/23/01--01160--013
*****8.75 *****8.75

Dear Sir or Madam:

Pursuant to your letter of March 26, 2001, enclosed herewith please find the original and one (1) copy of the Agreement of Merger and Plan of Merger and Reorganization along with the Articles of Merger in the above referenced matter. Please stamp and return one certified copy to my office so that the Agreement can be filed with the State of New York. Also enclosed is a check for \$35.00 to cover the cost of filing the Agreement of Merger and Plan of Merger and Reorganization and Articles of Merger and another check for \$8.75 for a certified copy of same. I have enclosed a return envelope for your convenience.

If you have any questions or require any additional information, please contact me at the above number collect.

Very truly yours,


Mitchell B. Kirschner

MBK/whl

Enclosures

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FILED
01 APR 26 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
APR 26 2001

LAW OFFICES
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MITCHELL B. KIRSCHNER*
Ext. 225
Email: kirschner@mwkpalaw.com

*Fla. Bar Certified in Real Estate Law

April 24, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: THELMA LEWIS

RE: PM II Design Associates, Inc.
Ref. Number: P01000018715

11 MBKGBL

Dear Ms. Lewis:

Pursuant to your telephone call of today's date, enclosed herewith please find a check for \$35.00 to cover the additional cost of filing the Agreement of Merger and Plan of Merger and Reorganization and Articles of Merger in the above referenced matter.

If you have any questions or require any additional information, please contact me at the above number collect.

Very truly yours,



Mitchell B. Kirschner

MBK/whl

Enclosure

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 2001

MITCHELL B. KIRSCHNER, ESQ.
MANDEL, WEISMAN, KIRSCHNER & BRODIE
2101 CORPORATE BLVD., SUITE 300
BOCA RATON, FL 33431

SUBJECT: PM II DESIGN ASSOCIATES, INC.
Ref. Number: P01000018715

We have received your document for PM II DESIGN ASSOCIATES, INC. and check(s) totaling \$8.75. However, your check(s) and document are being returned for the following:

You must include the Articles of Meger.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 801A00018154

LAW OFFICES
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MITCHELL B. KIRSCHNER*
Ext. 225
Email: kirschner@mwkpalaw.com

*Fla. Bar Certified in Real Estate Law

March 21, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


RE: PM II Design Associates, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of the Agreement of Merger and Plan of Merger and Reorganization in the referenced matter. Please stamp and return one certified copy to my office so that the Agreement can be filed with the State of New York. I have enclosed a return envelope and this firm's check made payable to the Florida Department of State in the amount of \$8.75 to cover the cost of same.

If you have any questions or require any additional information, please contact me at the above number collect.

Very truly yours,



Mitchell B. Kirschner

MBK/whl

Enclosures

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PM II DESIGN ASSOCIATES, INC., a New York corporation not authorized to
transact business in Florida.

INTO

PM II DESIGN ASSOCIATES, INC., a Florida entity, P01000018715

File date: April 26, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
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PM II Design Associates, Inc.	Florida
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Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
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PM II Design Associates, Inc.	New York
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

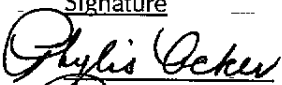
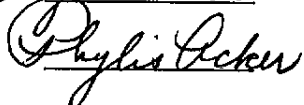
Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 18, 2001.

Sixth: Adoption of Merger by merging corporation(s)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 18, 2001.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
PM Design Associates, Inc. (NY)		Phyllis Acker, President
PM Design Associates, Inc. (FL)		Phyllis Acker, President

FILED
01 APR 26 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER AND PLAN OF MERGER AND REORGANIZATION

Agreement of Merger and Plan of Reorganization dated February 20, 2001 by and between PM II DESIGN ASSOCIATES, INC. a New York corporation (hereinafter called "PM II NY") and PM II DESIGN ASSOCIATES, INC., a Florida corporation (hereinafter called "PM II FL").

WHEREAS:

1. The Board of Directors of PM II NY and PM II FL have resolved that there be a merger of the corporations and pursuant to the provisions of the General Corporation Law of the State of Florida and the Business Corporation Law of the State of New York into a single corporation existing under the laws of the State of Florida, to wit, PM II DESIGN ASSOCIATES, INC., a Florida corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of PM II NY consists of 200 shares of Common Stock with no par value (hereinafter called "PM II NY Common Stock"), of which 200 shares are issued and outstanding;

3. The authorized capital stock of PM II FL consists of 200 shares of Common Stock with no par value (hereinafter called "PM II FL Common Stock"), 200 shares of which are issued and outstanding; and

4. The respective Boards of Directors of PM II NY and PM II FL have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida and the Business Corporation Law of the State of New York that PM II NY shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, PM II FL, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 PM II NY stockholders' Meeting. PM II NY shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of New York at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by PM II NY as Sole Stockholder of PM II FL. On or before March 1, 2001, PM II NY, as the sole stockholder of PM II FL, shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of PM II NY in accordance with the Business Corporation Law of the State of New Jersey, (b) this Agreement has been adopted by PM II NY as the sole stockholder

of PM II FL, in accordance with the General Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of New Jersey. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of PM II NY shall cease, and PM II NY shall be merged into PM II FL which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of PM II NY; and all and singular, the rights, privileges, powers, and franchises of PM II NY, and all property, real, personal, and mixed, and all debts due to PM II NY on whatever account, as well for stock subscriptions and all other things in action or belonging to PM II NY, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of PM II NY, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New Jersey or any other jurisdiction, in PM II NY, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of PM II NY shall be preserved unimpaired, and all debts, liabilities, and duties of PM II NY shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of PM II NY or the corresponding officers of the Surviving Corporation, may, in the name of PM II NY, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all PM II NY's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be PM II DESIGN ASSOCIATES, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of PM II DESIGN ASSOCIATES, INC. as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of PM II DESIGN ASSOCIATES, INC., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of PM II NY and

the nature and amount of securities of PM II FL which the holders of shares of PM II NY Common Stock are to receive in exchange for such shares as follows:

3.1 PM II NY Common Stock. Each one share of PM II NY Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of PM II DESIGN ASSOCIATES, INC. Common Stock, and outstanding certificates representing shares of PM II NY Common Stock shall thereafter represent shares of PM II NY Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 PM II FL Common Stock Held by PM II NY. All issued and outstanding shares of PM II FL Common Stock held PM II NY immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

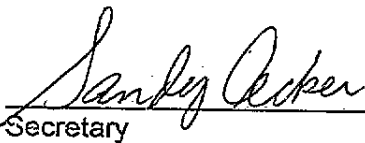
4. Miscellaneous.

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of PM II NY, if the Board of Directors of PM II NY or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

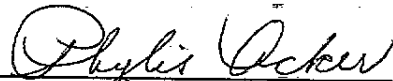
4.2 — For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by PM II NY and PM II FL all on the date first above written.

ATTEST:

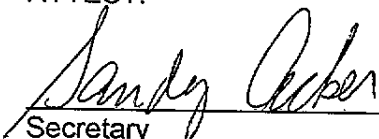

Secretary

PM II DESIGN ASSOCIATES, INC., a New York corporation


By: 
Name: PHYLLIS ACKER
Title: PRESIDENT

(SEAL)

ATTEST:


Secretary

PM II DESIGN ASSOCIATES, INC., a Florida corporation

By: 
Name: PHYLLIS ACKER
Title: PRESIDENT

(SEAL)