

P01000095244

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November 12, 2001

Via UPS Overnight Delivery

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

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-11/14/01--01072--001
*****78.75 *****78.75

Re: Multi-Services Strategy, Inc.\Corporate
Our File No.: 01-354

To Whom it May Concern:

Enclosed herewith on behalf of the above captioned Florida corporation, please find for filing with your office an original and one (1) copy of the Articles of Merger, along with the Plan of Merger executed by the appropriate corporate officers. In addition we have enclosed our check in the amount of \$78.75 representing the requisite filing fee. Kindly return a certified copy of the Articles of Merger and Plan of Merger in the self-addressed, stamped envelope provided for this purpose.

Thank you for your anticipated cooperation in this matter. If you have any questions regarding the enclosed, kindly contact the undersigned.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP

Mark J. Loterstein
For the Firm

Merger
11-21-01
MJS

MJL/fmc

enclosures

cc: Multi-Services Strategy, Inc.

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FILED
NOV 14 AM 11:22
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

MULTI-SERVICES STRATEGY, INC., a New Jersey corporation not qualified in
Florida

INTO

MULTI-SERVICES STRATEGY, INC., a Florida entity, P01000095244

File date: November 14, 2001

Corporate Specialist: Doug Spittler

**ARTICLES OF MERGER
of
MULTI-SERVICES STRATEGY, INC.**

FILED
01 NOV 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MULTI-SERVICES STRATEGY, INC., being validly and legally formed under the laws of the State of Florida, and MULTI-SERVICES STRATEGY, INC., being validly and legally formed under the law of the State of New Jersey, have adopted a Plan of Merger;

1. The Plan of Merger is attached hereto and incorporated herein by this reference as Exhibit "A".
2. The effective date of the Merger is the date on which the Articles of Merger are filed with the Secretary of State, Division of Corporations.
3. Shareholder approval was not required.
4. MULTI-SERVICES STRATEGY, INC. adopted the Plan of Merger on November 9, 2001 by the unanimous vote of its Board of Directors.
5. MULTI-SERVICES STRATEGY, INC. adopted the Plan of Merger on November 9, 2001 by the unanimous vote of its Board of Directors.

MULTI-SERVICES STRATEGY, INC.
a Florida corporation

By: [Signature]
Robert Barash, President/Secretary

MULTI-SERVICES STRATEGY, INC.
a New Jersey corporation


By: [Signature]
Robert Barash, President/Secretary

**STATE OF FLORIDA
COUNTY OF BROWARD**

THE FOREGOING instrument was acknowledged before this 9TH day of November, 2001 by Robert Barash, President of MULTI-SERVICES STRATEGY, INC., a Florida corporation, who is ~~X~~ personally known to me or () has produced _____ as identification.

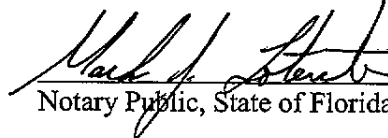
[Signature]
Notary Public, State of Florida

My Commission Expires: 4/19/03


 Mark J Loterstein
My Commission CC82782
Expires April 19, 2003

**STATE OF FLORIDA
COUNTY OF BROWARD**

THE FOREGOING instrument was acknowledged before this 9TH day of November, 2001 by Robert Barash, President of MULTI-SERVICES STRATEGY, INC., a New Jersey corporation, who is ~~is~~ personally known to me or () has produced _____ as identification.


Notary Public, State of Florida

My Commission Expires: 4/19/03

 Mark J Loterstein
My Commission CC827823
Expires April 19, 2003

PLAN OF MERGER
of
MULTI-SERVICES STRATEGY, INC.

MULTI-SERVICES STRATEGY, INC., ("MSSI") a Florida corporation and MULTI-SERVICES STRATEGY, INC., ("MULTI-SERVICES") a New Jersey corporation, hereby adopt the following Plan of Merger pursuant to §607.1107, Fla. Stat. (1999);

1. The name of each corporation planning to merge is MULTI-SERVICES STRATEGY, INC.,
2. The name of the surviving corporation is MULTI-SERVICES STRATEGY, INC., a Florida corporation.
3. The terms and conditions of the Merger are that MULTI-SERVICES shall merge into MSSI and the latter shall be the surviving corporation which shall assume all of the debts, liabilities and duties of MULTI-SERVICES, and likewise shall succeed to all of the assets, property, rights, privileges, power and benefits of said acquired corporation.
4. The manner and basis of converting the shares of each corporation is that the shares of MULTI-SERVICES shall be surrendered and for each share of common stock of MSSI, the shareholder of same shall receive one (1) share in MSSI.
 - a. The manner and basis of converting rights to acquire shares of each corporation is that all rights to acquire shares to MULTI-SERVICES shall be void, non-transferable and shall not entitle the holder thereof to the issuance of or any interest in any shares of stock in MULTI-SERVICES; and
 - b. That with regard to MSSI the holder of any such rights to acquire shares of MSSI may convert those interests based upon the terms of each such agreement as set forth herein, however, there are, at this time, no such convertible rights in any interest to or shares of MSSI.

After the merger all shares of MULTI-SERVICES shall be deemed to have been issued in full satisfaction of all rights pertaining to such shares of MSSI and there shall be no further registration of transfers on the records of MULTI-SERVICES of its shares of common stock which were outstanding immediately prior to the effective date of the merger.

5. Pursuant to Section 607.1107 Fla.Stat. (1999), this Merger is permitted by the laws of the State of New Jersey and MULTI-SERVICES has complied with the laws of the State of New Jersey in effecting this merger with the Florida corporation. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

MULTI-SERVICES STRATEGY, INC.
a Florida corporation

By: _____

Robert Barash, President/Secretary

MULTI-SERVICES STRATEGY, INC.
a New Jersey corporation

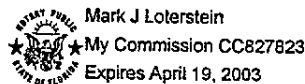
By: [Signature]
Robert Barash, President/Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged before this 9TH day of November, 2001 by Robert Barash, President of MULTI-SERVICES STRATEGY, INC., a Florida corporation, who is ☒ personally known to me or () has produced _____ as identification.

[Signature]
Notary Public, State of Florida

My Commission Expires: 4/19/03

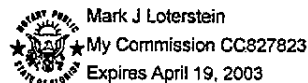


STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged before this 9TH day of November, 2001 by Robert Barash, President of MULTI-SERVICES STRATEGY, INC., a New Jersey corporation, who is ☒ personally known to me or () has produced _____ as identification.

[Signature]
Notary Public, State of Florida

My Commission Expires: 4/19/03



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