



PO2000038485

ACCOUNT NO. : 072100000032

REFERENCE : 516670 4335239

AUTHORIZATION

Patricia Pigeto

COST LIMIT : \$ 70.00

FILED
02 APR -9 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 8, 2002

ORDER TIME : 9:35 AM

ORDER NO. : 516670-010

CUSTOMER NO: 4335239

CUSTOMER: Ms. Christine M. James
Moritt, Hock, Hamroff
400 Garden City Plaza
Suite 202
Garden City, NY 11530

RECEIVED
02 APR -9 AM 10:39
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FILE 2ND

WIENER FAMILY HOLDING CORP.

200005222522--2

INTO

WIENER FAMILY HOLDING CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

C. Coulliette APR 09 2002

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WIENER FAMILY HOLDING CORP., a New York corporation not qualified

INTO

WIENER FAMILY HOLDING CORP., a Florida entity, P02000038485.

File date: April 9, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER
OF
WIENER FAMILY HOLDING CORP. (NEW YORK)
AND
WIENER FAMILY HOLDING CORP. (FLORIDA)**

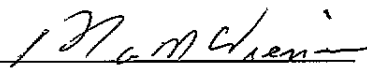
FILED
02 APR -9 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

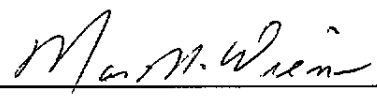
Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging WIENER FAMILY HOLDING CORP. (New York) (hereinafter referred to as "WIENER -NY") with and into WIENER FAMILY HOLDING CORP. (Florida) (hereinafter referred to as "WIENER-FLA").
2. The merger of WIENER-NY with and into WIENER-FLA is permitted by the laws of the State of New York, the jurisdiction of organization of WIENER-NY and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of WIENER-NY was November 12, 2001.
3. The shareholders of WIENER-FLA entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on November 12, 2001.

WIENER FAMILY HOLDING CORP.
(New York)

BY: 
Marin Wiener, President

WIENER FAMILY HOLDING CORP.
(Florida)

BY: 
Marvin Wiener, President

PLAN OF MERGER

PLAN OF MERGER adopted for WIENER FAMILY HOLDING CORP (New York) , a corporation organized under the laws of the State of New York, by resolution of its Board of Directors on November 12, 2001 and adopted for WIENER FAMILY HOLDING CORP. (Florida), a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 12, 2001. The names of the corporations planning to merge are WIENER FAMILY HOLDING CORP. (New York) (hereinafter referred to as "WIENER-NY"), a business corporation organized under the laws of the State of New York , and WIENER FAMILY HOLDING CORP. (Florida) (hereinafter referred to as "WIENER- FLA"), a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which WIENER-NY plans to merge is WIENER FAMILY HOLDING CORP (Florida).

1. WIENER -NY and WIENER -FLA, shall pursuant to the provisions of the laws of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, WIENER-FLA, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name, WIENER FAMILY HOLDING CORP. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of WIENER-NY, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of New York.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and/or changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of the said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of New York, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.
7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of New York, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the non-surviving corporation and the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver and file any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.