



PO2000065861

ACCOUNT NO. : 072100000032

REFERENCE : 642558 4306525

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

FILED
2002 JUN 28 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2002

ORDER TIME : 10:44 AM

ORDER NO. : 642558-005

CUSTOMER NO: 4306525

CUSTOMER: Ms. Tina Williams
Sills Cummis Radin Tischman
One Riverfront Plaza

Newark, NJ 07102-5400

RECEIVED
02 JUN 28 AM 11:52
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

HARRY BELL SALES CO., INC.

INTO

300006105403-14

HARRY BELL SALES CO., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons

C. Coullatte JUN 28 2002

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HARRY BELL SALES CO., INC., a New Jersey corporation not qualified

INTO

HARRY BELL SALES CO., INC., a Florida entity, P02000065861.

File date: June 28, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

HARRY BELL SALES CO., INC. (New Jersey)

AND

HARRY BELL SALES CO., INC. (Florida)

FILED
2002 JUN 28 PM 2:20
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 Harry Bell Sales Co., Inc. (New Jersey) with and into Harry Bell Sales Co., Inc. (Florida).

2. The merger of Harry Bell Sales Co., Inc. (New Jersey) with and into Harry Bell Sales Co., Inc. (Florida) is permitted by the laws of the jurisdiction of organization of Harry Bell Sales Co., Inc. (New Jersey) and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Harry Bell Sales Co., Inc. (New Jersey) was June 15, 2002.

3. The shareholders of Harry Bell Sales Co., Inc. (Florida) entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on June 15, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon the date of filing.

Executed on June 15, 2002

HARRY BELL SALES CO., INC. (New Jersey)

By: Harry Bell
HARRY BELL, President

HARRY BELL SALES CO., INC. (Florida)

By: Harry Bell
HARRY BELL, President

PLAN OF MERGER
OF
HARRY BELL SALES CO., INC. (New Jersey)
WITH AND INTO
HARRY BELL SALES CO., INC. (Florida)

PLAN OF MERGER adopted for Harry Bell Sales Co., Inc., a business corporation organized under the laws of the State of New Jersey, by resolution of its Board of Directors on June 15, 2002, and adopted for Harry Bell Sales Co., Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 15, 2002. The names of the corporations planning to merge are Harry Bell Sales Co., Inc., a business corporation organized under the laws of the State of New Jersey, and Harry Bell Sales Co., Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Harry Bell Sales Co., Inc. (New Jersey) plans to merge is Harry Bell Sales Co., Inc. (Florida).

1. Harry Bell Sales Co., Inc. (New Jersey) and Harry Bell Sales Co., Inc. (Florida), shall, pursuant to the provisions of the laws of the State of New Jersey and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Harry Bell Sales Co., Inc. (Florida), 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 pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Harry Bell Sales Co., Inc. (New Jersey), 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 jurisdiction of its organization.

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 said Articles of Incorporation shall continue in full force and effect until amended and 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 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 in office of the surviving corporation at the effective time and date of the merger shall be the members of the first 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 merger be converted into shares 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 jurisdiction of organization of the non-surviving corporation, 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 jurisdiction of organization of the non-surviving corporation, 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 and/or recorded any document or documents prescribed by the laws of the State of New Jersey 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 of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record 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.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed and delivered by their proper corporate officers as of the date and year first above written.

HARRY BELL SALES CO., INC. (New Jersey)

By: *Harry Bell*
HARRY BELL, President

HARRY BELL SALES CO., INC. (Florida)

By: *Harry Bell*
HARRY BELL, President