

AUG-13-2003 16:27

Division of Corporations

Page 1 of 2

P03000077756

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000252901 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

EFFECTIVE DATE
9-30-03

RECEIVED

03 AUG 13 PM 4:35

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

NITZAN SHELL ASI TWO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG 13 PM 4:55

Certificate of Status	0
Certified Copy	1
Page Count	034
Estimated Charge	\$78.75

Merger

08/14/03

Please date to Day
effect 9/30/03

AUG-13-2003 16:28

P.02/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 13, 2003

NITZAN SHELL ASI TWO, INC.
C/O/ ZIVA NITZAN
4779 COLLINS AVE #3205
MIAMI BCH, FL 33140

SUBJECT: NITZAN SHELL ASI TWO, INC.
REF: P03000077756

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE MERGING CORPORATION SHOULD BE CORRECTED TO READ AS FOLLOWS: NITZAN SHELL ASI INC. THIS NAME SHOULD BE CORRECTED THROUGHOUT THE MERGER DOCUMENTS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000252901
Letter Number: 803A00046173

ARTICLES OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Nitzan Shell Asi Two, Inc.	Florida	P03000077756

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Nitzan Shell Asi Inc.	New York	N/A

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on September 30, 2003.

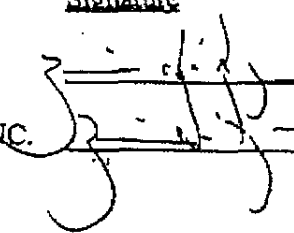
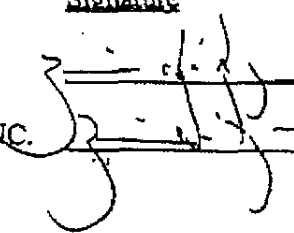
Fifth: Adoption of Merger by Surviving Corporation.

The Plan of Merger was adopted by the sole shareholder and sole director of the surviving corporation on July 31, 2003.

Sixth: Adoption of Merger by Merging Corporation.

The Plan of Merger was adopted by the sole shareholder and director of the merging corporation on July 31, 2003.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name of Individual and Title</u>
NITZAN SHELL ASI INC.		Ziva Nitzan, President
NITZAN SHELL ASI TWO, INC.		Ziva Nitzan, President

EFFECTIVE DATE
9-30-03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG 13 PM 4:55

PLAN OF MERGER

The following plan of merger is submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Nitzan Shell Asi Two, Inc.	Florida	P03000077756

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Nitzan Shell Asi Inc.	New York	N/A

Third: The terms and conditions of the merger are as follows:

All of the assets of the merging corporation shall be transferred, by virtue of the merger, to the surviving corporation and the surviving corporation shall assume all of the liabilities of the merging corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligation, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligation, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The sole shareholder of the merging corporation is the same sole shareholder of the surviving corporation. Such shareholder's shares of the merging corporation shall be converted to an equal number of shares of the surviving corporation.

The above plan of merger was adopted by the sole shareholder and director of each of the merging and surviving corporations on July 31, 2003.