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(Document Number)

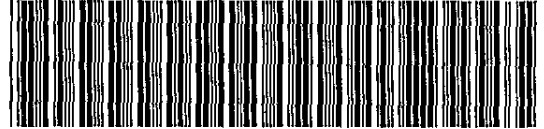
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W04-34273

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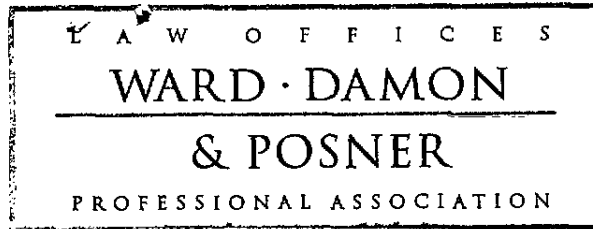


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FILED
05 JAN 28 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/21/05
merger
SP



4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407

ROGER C. STANTON
RSTANTON@WARD · DAMON.COM

TEL: (561) 842-3000 • FAX: (561) 842-3626

January 25, 2005

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

Attn: Jason Merrick – Document Specialist

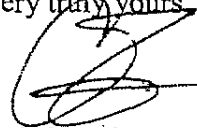
RE: Global Source Trading Co., Inc.
Reference No. W04000034273

Dear Mr. Merrick:

Enclosed herewith are Articles of Merger for the above referenced corporation. As we have already forwarded a check in the amount of \$70.00, for the Registration of a Foreign Corporation to Transact Business in Florida which we did not complete, we are asking that the \$35 fee for the filing of the Articles of Merger be taken from the \$70 previously provided. Please refund the remaining \$35.00 at your earliest convenience.

Please feel free to contact our office should you have any questions or comments.

Very truly yours,


Christina Zingman
Legal Assistant to
Roger C. Stanton

RCS:c
Enclosures

*Called No refund due
filing fee is \$70.00*

L A W O F F I C E S
WARD · DAMON
—
& POSNER
PROFESSIONAL ASSOCIATION

4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407

ROGER C. STANTON
RSTANTON@WARD DAMON.COM

TEL: (561) 842-3000 • FAX: (561) 842-3626

August 27, 2004

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

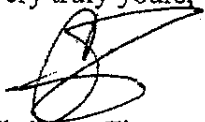
RE: Global Source Trading Co., Inc.

Dear Sir/Madam:

Enclosed herewith is an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above referenced corporation, together with our check in the sum of \$70.00 for the filing fee.

Please forward confirmation that this Application has been approved in the self addressed stamped envelope provide herein for convenience.

Very truly yours,



Christina Zingman
Legal Assistant to
Roger C. Stanton

RCS:cz
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 14, 2004

ROGER C. STANTON
4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407

SUBJECT: GLOBAL SOURCE TRADING COMPANY, INC.
Ref. Number: W04000034273

We have received your document for GLOBAL SOURCE TRADING COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 504A00054744

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Florida Statutes Section 607.1105

FIRST: The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Global Source Trading Company, Inc.	Florida	P04000046747

SECOND: The name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Global Source Trading Company, Inc.	Pennsylvania	3013093

THIRD: The Agreement and Plan of Merger provides for the merger of the Absorbed Corporation with Surviving Corporation and further provides that Surviving Corporation, Global Source Trading Company, Inc., a Florida Corporation, shall be the surviving corporation and that Absorbed Corporation, Global Source Trading Company, Inc., a Pennsylvania Corporation shall be the absorbed corporation.

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Each share of the Common Stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be surrendered to the Surviving Corporation; the surrendered shares of the Absorbed Corporation shall be deemed canceled; no new shares shall be issued from the Surviving Corporation; and the shares previously issued and outstanding in the Surviving Corporation shall represent the ownership interest of the Shareholders without further issuance of new shares in the Surviving Corporation.

FOURTH: The merger shall become effective on January 1, 2005 at 12:01 a.m.


FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on August 1, 2004.

SIXTH: The Plan of Merger by the merging corporation was adopted by the shareholders on August 1, 2004.

FILED
05 JAN 28 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Absorbed Corporation:


**GLOBAL SOURCE TRADING
COMPANY, INC.**
a Pennsylvania corporation

By: 
Gary Dow, President

[Corporate Seal]

Surviving Corporation:

**GLOBAL SOURCE TRADING
COMPANY, INC.**
a Florida corporation

By: 
Gary Dow, President

[Corporate Seal]

PLAN OF MERGER

This Plan of Merger, with an effective date of January 1, 2005 at 12:01 a.m., is entered into by and between **GLOBAL SOURCE TRADING COMPANY, INC.**, a Florida corporation, hereinafter called the "Surviving Corporation," and **GLOBAL SOURCE TRADING COMPANY, INC.**, a Pennsylvania corporation, hereinafter called the "Absorbed Corporation."

STIPULATIONS

A. Absorbed Corporation is a corporation organized under the laws of the Commonwealth of Pennsylvania.

B. Surviving Corporation is a corporation organized under the laws of the State of Florida.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Business Corporation Act.

D. That the purpose of this merger is to effectuate a change in the place of organization of the Absorbed Corporation to the State of Florida as part of a Type "F" reorganization, and for no other purpose.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. Merger. Absorbed Corporation shall merge with and into Surviving Corporation which corporation shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer and shall be governed by Florida law. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. Surrender of Shares. The manner and basis of surrendering the shares of the Absorbed Corporation for shares of the Surviving Corporation is as follows:

(a) Each share of the Common Stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be surrendered to the Surviving Corporation.

(b) By reason of the fact that the Shareholders of the Absorbed Corporation are the Shareholders of the Surviving Corporation, and that their ownership in the Absorbed Corporation is proportionately the same as their ownership of shares in the Surviving Corporation, the surrendered shares of the Absorbed Corporation shall be deemed canceled; no new shares shall be issued from the Surviving Corporation; and the shares previously issued and outstanding in the Surviving Corporation shall represent the ownership interest of the Shareholders without further issuance of new shares in the Surviving Corporation.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Five. Changes in By-Laws. The By-Laws of the Surviving Corporation shall continue to be its By-Laws following the effective date of the merger.

Section Six. Director and Officers. The directors and officers of the Surviving Corporation, on the effective date of the merger, shall continue as the directors and officers of the Surviving Corporation for the full, unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed Corporation and Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida and the Commonwealth of Pennsylvania to consummate this merger.

Section Eight. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the Commonwealth of Pennsylvania at meetings to be held on or before December 1, 2004, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Further Assurance of Title. The Absorbed Corporation hereby transfers and conveys all of its right, title and interest in and to all of the assets of the Absorbed Corporation to the Surviving Corporation. If at any time the Surviving Corporation shall consider or be advised that any acknowledgments, conveyances or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title or interest of the Absorbed Corporation held immediately prior to the effective date, the Absorbed Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgments, conveyances or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation as shall be necessary to carry out the purposes of this Plan of Merger, and the Surviving Corporation and the

proper officers and directors thereof are fully authorized to take any and all such action in the name of the Absorbed Corporation or otherwise.

Section Ten. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the effective date the assets and liabilities shall be recorded at the amounts at which they are carried on the books of the Absorbed Corporation immediately prior to the effective date.

Section Eleven. Retirement of Treasury Stock. Forthwith upon the effective date, each of the shares of the Treasury Stock of the Absorbed Corporation presently issued and outstanding, if any, shall be retired, and no shares of Treasury Stock or other securities of the Surviving Corporation shall be issued in respect thereof.

Section Twelve. Effective Date of Merger. The effective date of this merger shall be January 1, 2005 at 12:01 a.m.

Section Thirteen. Abandonment of Merger. This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the Absorbed Corporation at any time prior to the filing of the Articles of Merger with the Secretary of the State of Florida, whether before or after approval of the merger by the stockholders.

Section Fourteen. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Section Fifteen. Type "F" Reorganization. The sole purpose of this merger is to change the place of organization of the Absorbed Corporation to the State of Florida in a Type "F" reorganization.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Dated: December 31, 2004

Absorbed Corporation:

GLOBAL SOURCE TRADING COMPANY, INC.
a Pennsylvania corporation

By: 
Gary Dow, President

Attest:


Gary Dow, Secretary

[Corporate Seal]

Surviving Corporation:

GLOBAL SOURCE TRADING COMPANY, INC.
a Florida corporation

By: 
Gary Dow, President

Attest:


Gary Dow, Secretary

[Corporate Seal]