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MERGER OR SHARE EXCHANGE

PJ TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
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Merger

09/11/04
DC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 1, 2004

PJ TECHNOLOGIES, INC.
7621 SW 54TH AVENUE
MIAMI, FL 33143

SUBJECT: PJ TECHNOLOGIES, INC.
REF: P04000084808

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF

PJ TECHNOLOGIES, INC., A NEW YORK CORPORATION
INTO
PJ TECHNOLOGIES, INC., A FLORIDA CORPORATION

Pursuant to the Florida Statutes and the New York Statutes, PJ Technologies, Inc., a New York corporation (the "Constituent Corporation") and PJ Technologies, Inc., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Constituent Corporation into the Survivor:

First: The name and jurisdiction of the surviving corporation is: PJ Technologies, Inc., a Florida corporation with document number P04000084808.

Second: The name and jurisdiction of the corporation merging into the Survivor is: PJ Technologies, Inc., a New York corporation.

Third: The Plan of Merger is attached hereto as Exhibit A.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the Board of Directors and Shareholders of the Constituent Corporation as of Aug. 20, 2004 in accordance with the provisions of the New York Statutes.

Sixth: The Plan of Merger was adopted by the Board of Directors and Shareholders of the Survivor as of Aug 20, 2004 in accordance with the provisions of the Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 20th day of August, 2004.


Prepared by:
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2301 Sunset Drive
Miami Beach, FL 33140
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FL Bar No. 623679

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

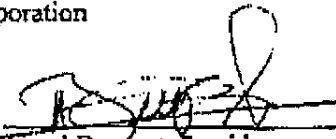
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FILED

PJ Technologies, Inc., a Florida corporation

By: 
Pascal Bergeot, President

PJ Technologies Inc., a New York corporation

By: 
Pascal Bergeot, President

Ex. A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 20th day of August, 2004, between PJ Technologies, Inc., a New York corporation (the "Constituent Corporation") and PJ Technologies, Inc., a Florida corporation (the "Survivor").

The Constituent Corporation has issued and outstanding 100 shares of Common Stock. The Constituent Corporation has no other authorized classes of stock. The Survivor has issued and outstanding 100 shares of Common Stock. The Survivor has no other authorized classes of stock.

The Constituent Corporation and the Survivor desire to effect the statutory merger of the Constituent Corporation with and into the Survivor, with the Survivor to survive such merger.

1. Constituent Corporation. The Constituent Corporation and the Survivor shall be parties to the merger (the "Merger") of the Constituent Corporation with and into the Survivor, the surviving corporation.

2. Terms and Conditions of Merger. The Constituent Corporation shall be merged with and into the Survivor, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in Section 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Survivor shall assume the obligations of the Constituent Corporation.

3. Capital Stock; Conversion of Shares. Upon the Effective Date, the Constituent Corporation Stock presently issued and outstanding shall be cancelled. Upon the Effective Date, each share of capital stock of the Survivor that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Survivor.

4. Articles of Incorporation. The Articles of Incorporation of the Survivor in effect as of the Effective Date shall remain the Articles of Incorporation of the Survivor and continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. Bylaws. The Bylaws of the Survivor shall, as of the Effective Date, remain the Bylaws of the Survivor and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. Directors and Officers. The directors and officers of the Survivor in office on the Effective Date shall continue to be the directors and officers of the Survivor, all of whom shall hold their directorships and offices until the election and qualification of their

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respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Survivor and in accordance with Florida law.

7. Effective Date. The Merger shall become effective on filing with the Florida Department of State (the "Effective Date").

8. Amendment of Plan of Merger. The Board of Directors of the Constituent Corporation and the Survivor are authorized to amend this Plan of Merger at any time prior to the Effective Date.

PJ Technologies, Inc., a Florida corporation

By:


Pascal Bergeot, President

PJ Technologies, Inc., a New York corporation

By:


Pascal Bergeot, President

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