

P04000098406

Florida Department of State
Division of Corporations
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Account Number : FCA000000023
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ARIELY COMMODITIES, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 12, 2005

ARIELY COMMODITIES, INC.
700 LANDS END
LONGBOAT KEY, FL 34228SUBJECT: ARIELY COMMODITIES, INC.
REF: F04000098406

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

✓ The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6869.

Teresa Brown
Document SpecialistFAX Aud. #: H05000088455
Letter Number: 005A00024809

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Thank You!*

ARTICLES OF MERGER

(Profit Corporations)

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Ariely Commodities, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Ariely Commodities, Inc.	New York

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on December 31, 2004

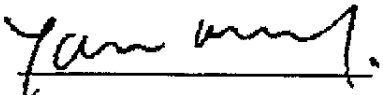
Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on November 22, 2004.

Sixth: Adoption of Merger by merging corporation.

The Plan of Merger by adopted by the shareholders of the merging corporation on November 22, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
_____		YORAM ARIELY, PRESIDENT
_____	<u>This signature is for both corporations</u>	

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PLAN OF MERGER
(Non Subsidiary)

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Ariely Commodities, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Ariely Commodities, Inc.	New York

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

The Certificate of Incorporation, its By-laws shall not be effected by the merger and each director and officer of the surviving corporation shall continue in office, subject to the surviving corporation's By-laws.

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

Upon the effective date of the merger, each issued share of the merging corporation shall be exchanged for one share of the surviving corporation.