

Division of Corporations

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P04000172456

Florida Department of State
Division of Corporations
Public Access System

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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) 878-5926

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05 NOV 23 PM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MERGER OR SHARE EXCHANGE**PRIME PLUS ACQUISITION CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

File Second!
File First
is an
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DIVISION OF CORPORATIONS

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Merger

Nov-23-05 11:05am From

T-978 P.18/21 F-142

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Prime Plus Acquisition Corp.</u>	<u>FL</u>	<u>P04000172466</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Prime Plus Finance Corp. of America, Inc.</u>	<u>NJ</u>	<u>0929098</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 17, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 17, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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05 NOV 23 PM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nov-23-05 11:05am From-

T-070 P.17/21 F-142

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionPrime Plus Acquisition Corp.FL

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionPrime Plus Finance Corp. of America, Inc.NJ

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

See Attachment Third

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:

See Attachment Fourth

(Attach additional sheets if necessary)

Attachment Third

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1. ~~Prime Plus Finance Corp. of America, Inc., a New Jersey corporation ("Prime Plus-NJ")~~
shall be and hereby is merged into Prime Plus Acquisition Corp., Inc., a Florida corporation ("Prime Plus-FL") which shall be the surviving corporation.
 2. The Articles of Incorporation of Prime Plus-FL, as in effect on the date of the merger provided for in this plan of merger ("Plan"), shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.
 3. The authorized capital stock of Prime Plus-FL following the effective date of the merger shall be 5,000 shares of common stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.
 4. The by-laws of the surviving corporation as they shall exist on the effective date of the merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided and in accordance with the laws of the State of Florida.
 5. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
 6. The merger shall become effective upon filing of the Articles of Merger relating to the merger with the Secretary of State of Florida and the Certificate of Merger relating to the merger with the Secretary of State of New Jersey.
 7. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Prime Plus-NJ shall be transferred and vested in the surviving corporation without

further act or deed and all property, rights, and every other interest of the surviving corporation and Prime Plus-NJ shall be as effectively the property of the surviving corporation as they were of the surviving corporation and Prime Plus-NJ respectively. Prime Plus-NJ hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of Prime Plus-NJ acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of Prime Plus-NJ and the proper officers and directors of the surviving corporation are fully authorized in the name of Prime Plus-NJ or otherwise to take any and all such action.

8. Prime Plus-FL agrees that it may be served with process in the State of New Jersey in any proceeding for enforcement of any obligation of Prime Plus-NJ as well as for the enforcement of any obligation of the Prime Plus-FL arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the New Jersey Business Corporation Act.

Nov-23-05 11:06am From:

T-073 P.20/21 F-142

Attachment Fourth

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1. Each one (1) share of common stock of Prime Plus-NJ which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into five (5) shares of common stock of the surviving corporation.
 2. After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of Prime Plus-NJ shall surrender the same to Prime Plus-FL and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of Prime Plus-FL on the basis provided herein. Until so surrendered, the outstanding shares of the stock of Prime Plus-NJ to be converted into the stock of Prime Plus-FL as provided herein, may be treated by Prime Plus-FL for all purposes as evidencing the ownership of shares of Prime Plus-FL as though said surrender and exchange had taken place.

11/23/2005 13:45 8508785926

CT CORPORATION SYSTEM

PAGE 08/08

Nov-23-05 11:08am From-

T-973 P-21/21 F-142

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

None

**Florida Department of State
Division of Corporations
Public Access System**

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To:

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

From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696**

REGISTERED AGENT CHANGE

JIN ZHI STAR (US) COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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H05000271461

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of FL in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: JIN ZHI STAR (US) COMPANY
2. The principal office address: 321 N. UNIVERSITY DRIVE
(MALL MANAGEMENT OFFICE) PLANTATION, FL 33324
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 04/16/2004 Document number: P04000063822
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

HONG HUANG (NEW AGENT)

21200 NE 38 AVENUE #2703

(P.O. Box NOT acceptable)

AVENTURA, FL 33180

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Hong Huang
(Signature of an officer or director)

HONG HUANG, DIRECTOR

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Hong Huang
(Signature of Registered Agent)

11/23/2005

(Date)

If signing on behalf of an entity:

J.
(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2B04S (8/05)

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