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TALLAHASSEE FLORIDA

Merger
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**ARTICLES OF MERGER
OF THE RESTEX COMPANY, INC. WITH AND INTO
J. WEINSTEIN AND SONS, INC.**

FILED
17 DEC -1 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, the undersigned do hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger:

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

J. Weinstein and Sons, Inc., a Florida corporation ("Weinstein" or "Surviving Corporation")

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

The Restex Company, Inc., a Florida corporation ("Restex" or "Merging Corporation")

J. Weinstein and Sons, Inc., a Florida corporation ("Weinstein" or "Surviving Corporation")

THIRD: The Plan of Merger is as follows:

(a) The full name and state of each of the constituent entities participating in the merger are The Restex Company, Inc., a Florida corporation, and J. Weinstein and Sons, Inc., a Florida corporation.

(b) The terms of the merger are as follows:

(i) At the effective time of the merger, Restex shall be merged with and into Weinstein, and Restex will cease to exist as a separate corporation. Restex and Weinstein shall thereupon become a single entity which shall continue its existence as a Florida corporation under the Amended and Restated Articles of Incorporation of Weinstein.

(ii) The name of the surviving corporation shall be J. Weinstein and Sons, Inc.

(iii) Upon effectiveness of the merger, the issued and outstanding shares of Restex common stock owned by the sole shareholder of Restex immediately prior to the date the merger becomes effective shall cease to be outstanding and shall be converted into and exchanged for the right to receive 1,000 shares of Weinstein common stock. Upon effectiveness of the merger, the 1,000 issued and outstanding shares of Weinstein common stock owned by the sole shareholder of Weinstein immediately prior to the date the merger becomes effective shall remain issued and outstanding and shall be unaffected by the

merger. As a result of the foregoing transactions, the sole shareholder of Restex prior to the merger and the sole shareholder of Weinstein prior to the merger shall each be the owner of fifty percent (50%) of the issued and outstanding shares of Weinstein Common Stock.

(iv) Upon effectiveness of the merger, (i) Restex shall cease to exist; (ii) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by Restex or which would inure to Restex shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of Weinstein; and (iii) Weinstein shall be deemed to be a continuation of Restex, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

(v) The Amended and Restated Articles of Incorporation of the Surviving Corporation are 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 approved by the sole Director and adopted by the sole Shareholder of Restex on November 11, 2011 in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

SIXTH: The Plan of Merger was approved by the sole Director and adopted by the sole Shareholder of Weinstein on November 16, 2011 in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

[Signature page to follow]

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be executed by each such entity's duly authorized officer, as of the 30 day of November, 2011.

THE RESTEX COMPANY, INC., a Florida
corporation

J. WEINSTEIN AND SONS, INC., a
Florida corporation

By: 
Robin Resnick, President

By: 
Abraham Resnick, President

[Signature page]

[Articles of Merger]

Exhibit A

Amended and Restated Articles of Incorporation

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
J. WEINSTEIN AND SONS, INC.,
(a Florida corporation)

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the company hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

The name of the Corporation is J. Weinstein and Sons, Inc.

The text of the Restated Articles of Incorporation of the company, as amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.

The date of adoption of the aforesaid amendments was November 30, 2011.

The number of votes cast for the said amendments and restatement by the shareholders was sufficient for the approval thereof.

Executed on November 30, 2011

By: A. Resnick pres.
Abraham Resnick, President

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
J. WEINSTEIN AND SONS, INC.,
(a Florida corporation)

Pursuant to the provisions of section 607.1007, Florida Statutes, J. WEINSTEIN AND SONS, INC., adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of this corporation is J. WEINSTEIN AND SONS, INC. (the "Corporation").

ARTICLE II
Principal Office

The street address and the mailing address of the principal office of the Corporation is 2626 East Oakland Park Boulevard, Suite 500, Ft. Lauderdale, Florida 33306.

ARTICLE III
Purpose

The Corporation is organized for the purpose of engaging in the commerce of textiles and transacting any and all lawful business.

ARTICLE IV
Shares

The Corporation is authorized to issue 2,000 shares of common stock. The number of authorized shares may be increased or diminished from time to time by the unanimous consent of the shareholders.

ARTICLE V
Directors

The Corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time by the unanimous consent of the shareholders, but shall never be less than one. The directors and their addresses are:

Robin Resnick
2626 East Oakland Park Blvd., Suite 500
Ft. Lauderdale, Florida 33306

Abraham Resnick
2626 East Oakland Park Blvd., Suite 500
Ft. Lauderdale, Florida 33306

ARTICLE VI

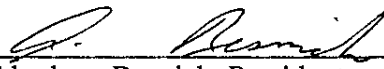
Registered Agent, Registered Office, & Registered Agent's Signature

Abraham Resnick
2626 East Oakland Park Blvd., Suite 500
Ft. Lauderdale, Florida 33306

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, Abraham Resnick hereby accepts the appointment as registered agent and agrees to act in this capacity. Abraham Resnick further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and Abraham Resnick is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.


Abraham Resnick

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the President of the Corporation this 30 day of NOVEMBER, 2011, and affirm that the statements made herein are true under the penalties of perjury.


Abraham Resnick, President