

04/09/2010 11:40 FAX 2059770386

M. BURR KEIM COMPANY

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
INTERMARK INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

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2010 APR -9 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
10 APR -9 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

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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.

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TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>INTERMARK INDUSTRIES, INC.</u>	<u>Florida</u>	<u>P10000005820</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>INTERMARK INDUSTRIES INC.</u>	<u>New Jersey</u>	<u>0100053407</u>
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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 March 1, 2010.

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 March 1, 2010.



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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Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>INTERMARK INDUSTRIES, INC.</u>		<u>Bernard Kremen, President</u>
<u>INTERMARK INDUSTRIES INC.</u>		<u>Bernard Kremen, President</u>
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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

OF

INTERMARK INDUSTRIES INC.
(A New Jersey corporation)

INTO

INTERMARK INDUSTRIES, INC.
(A Florida corporation)

This Plan and Agreement of Merger made and entered into on the 1st day of March, 2010 by and between INTERMARK INDUSTRIES INC. (A New Jersey corporation) (herein sometimes referred to as the Merging Corporation) and INTERMARK INDUSTRIES, INC. (A Florida corporation) (herein sometimes referred to as the Surviving Corporation), said corporations hereinafter sometimes referred to jointly as the Constituent corporations.

WITNESSETH:

WHEREAS INTERMARK INDUSTRIES INC. is a Corporation organized and existing under the laws of the state of New Jersey, its Certificate of Incorporation, having been filed in the Office of the New Jersey Secretary of State on December 21, 1977, and

WHEREAS the total number of shares of stock which INTERMARK INDUSTRIES INC. (A New Jersey corporation) has authority to issue is one thousand (1,000) shares of which one hundred (100) shares are now issued and outstanding; and

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WHEREAS INTERMARK INDUSTRIES, INC. (A Florida corporation) is a Corporation organized and existing under the laws of the state of Florida, its certificate of incorporation, having been filed in the office of the Florida Secretary of State on January 20, 2010 and

WHEREAS the total number of shares of stock which the Merging Corporation has authority to issue is one thousand (1,000) shares, of which one hundred (100) shares are issued and outstanding; and

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that INTERMARK INDUSTRIES INC. (A New Jersey corporation) be merged into INTERMARK INDUSTRIES, INC. (A Florida corporation) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the Florida Business Corporation Law and the New Jersey Business Corporation Act which permits such merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Merging Corporation and the Surviving Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Merging Corporation and the Surviving Corporation shall be merged into a single corporation, in accordance with applicable provisions of the Florida Corporation Law and the New Jersey Business Corporation Act by INTERMARK INDUSTRIES INC. (A New Jersey corporation) merging into INTERMARK INDUSTRIES, INC. (A Florida corporation) which shall be the Surviving Corporation.

ARTICLE II

This merger shall be effective on the date of filing in the office of the Florida Department of State.

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the constituent corporations shall cease except to the extent provided by Florida law in the case of a corporation after its merger into another corporation.

2. The Surviving Corporation shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the Merging Corporation, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed.

3. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment or, if deemed necessary the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger;

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares

or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

5. The By-Laws of INTERMARK INDUSTRIES, INC. (A Florida corporation) as existing and constituted immediately prior to the effective date of merger shall be and constitute the By-Laws of the Surviving Corporation;

6. The Board of Directors, and the members thereof, and the officers, of the Surviving Corporation immediately prior to the effective date of merger shall be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation immediately after the merger.

ARTICLE III

The Certificate of Incorporation of the Surviving Corporation filed with the Secretary of State of the state of Florida on the 20th day of January, 2010 shall be the Certificate of Incorporation of the Surviving Corporation on the effective date of this merger.

ARTICLE IV

The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

(1) The shareholders of the Merging Corporation shall surrender their shares and they shall be cancelled.

(2) The shares of the Surviving Corporation shall be unaffected by the merger.

(3) After the effective date of the merger, only those shares held by the shareholders of the Surviving Corporation shall be valid

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shares.

ARTICLE V

The Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merging Corporation, the proper officers and directors of the Merging Corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the Constituent Corporations in accordance with the requirements of the laws of the states of Florida and New Jersey.

ARTICLE VIII

This plan and agreement involves a statutory merger/recapitalization of a corporation referred to in Sections

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368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and this plan and agreement is adopted to satisfy the requirements of said sections of the Internal Revenue Code pertaining to non-recognition of gains and losses. It is the intention of this plan and agreement to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by the President of each party hereto, and the corporate seals affixed.

INTERMARK INDUSTRIES INC.

By 
Bernard Kremen, President

Dated: April 9, 2010

INTERMARK INDUSTRIES, INC.

By 
Bernard Kremen, President

Dated: April 9, 2010

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