

PA 30000 85456

01 MAR 27 PM 4:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNITED STATES
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 092536 4331207

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : March 27, 2001

ORDER TIME : 12:10 PM

EXCLUSIVE OR
3/31/01

Merger

ORDER NO. : 092536-005

400003912484--3

CUSTOMER NO: 4331207

CUSTOMER: Kimberly J. Schwinge, Esq
Kavinoky & Cook
120 Delaware Avenue

Buffalo, NY 14202

ARTICLES OF MERGER

TECHNICAL KNOCKOUT, INC.

INTO

TECHNICAL KNOCKOUT, INC.

RECEIVED
01 MAR 27 PM 1:04
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

NR
3/27/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

TECHNICAL KNOCKOUT, INC., a Florida corporation P93000085456

INTO

TECHNICAL KNOCKOUT, INC., a Delaware corporation not qualified in Florida

File date: March 27, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

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

3/31/01

ARTICLES OF MERGER

Of

TECHNICAL KNOCKOUT, INC.,
a Florida corporation,

and

TECHNICAL KNOCKOUT, INC.,
a Delaware corporation.

FILED
01 MAR 27 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan and Agreement of Merger for merging **TECHNICAL KNOCKOUT, INC.**, a Florida corporation (the "**Florida Corporation**"), with and into **TECHNICAL KNOCKOUT, INC.**, a Delaware corporation (the "**Delaware Corporation**").

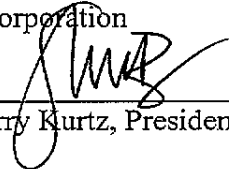
2. The shareholders of the Florida corporation, and the shareholders of the Delaware Corporation, entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on March 26th, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of the Florida corporation, with and into the Delaware corporation, is permitted by the laws of the jurisdiction of organization of the Delaware corporation, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of Merger by the shareholders of the Delaware corporation was March 26th, 2001.

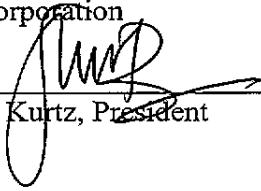
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59p.m. on March 31, 2001.

Executed on March 26th, 2001

TECHNICAL KNOCKOUT, INC.,
a Florida corporation

By 
Garry Kurtz, President

TECHNICAL KNOCKOUT, INC.,
a Delaware corporation

By 
Garry Kurtz, President

157242

PLAN AND AGREEMENT OF MERGER

OF

TECHNICAL KNOCKOUT, INC.,
a Florida corporation,

INTO

TECHNICAL KNOCKOUT, INC.,
a Delaware corporation.

(Pursuant to Section 252 of the General Corporation Law of the State of Delaware and
Section 607.1101 of the Business Corporation Act of the State of Florida)

This **PLAN AND AGREEMENT OF MERGER** is made this 26th day of March, 2001 between **TECHNICAL KNOCKOUT, INC.**, a corporation incorporated under the laws of the State of Florida (herein called the "Florida Corporation"), and **TECHNICAL KNOCKOUT, INC.**, a corporation incorporated under the laws of the State of Delaware (herein called the "Delaware Corporation").

WITNESSETH

WHEREAS, the Florida Corporation is subject to the provisions of the Business Corporation Act of the State of Florida (the "Florida Act"); and

WHEREAS, the Delaware Corporation is subject to the provisions of the General Corporation Law of the State of Delaware (the "Delaware Law"); and

WHEREAS, the authorized capital stock of the Florida Corporation consists of one thousand (1,000) shares, all of which are \$1.00 par value common shares of one class and are entitled to vote, of which one hundred (100) shares have been duly issued and are now outstanding;

WHEREAS, the authorized capital stock of the Delaware Corporation consists of three thousand (3,000) shares, all of which are no par value common shares of one class and are entitled to vote, of which one hundred (100) shares have been duly issued and are now outstanding; and

WHEREAS, all of the issued and outstanding shares of each of the Florida Corporation and the Delaware Corporation, respectively, are held by TKO Holdings Limited;

WHEREAS, the intent of the Delaware Corporation and the Florida Corporation is that merger of the Florida Corporation with and into the Delaware Corporation effect a change

in the place of organization of the Florida Corporation pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Board of Directors of the Florida Corporation and the Board of Directors of the Delaware Corporation, respectively, deem it advisable and for the best welfare and advantage of such corporations and their shareholder that such corporations merge, under and pursuant to the provisions of the Delaware Law and the Florida Act, and have adopted this Plan and Agreement of Merger.

NOW, THEREFORE in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree as follows:

1. **Merger.** The Florida Corporation shall be merged with and into the Delaware Corporation as of the "Effective Date" (as hereinafter defined).

2. **Effective Date.** The effective date ("Effective Date") of the merger shall be March 31, 2001.

3. **Surviving Corporation.** The Delaware Corporation shall survive the merger herein contemplated and shall continue to exist under its present name pursuant to the provisions of the Delaware Law and the Florida Act. The separate existence of the Florida Corporation shall cease upon the Effective Date in accordance with the provisions of the Florida Act and the Delaware Law.

4. **Certificate of Incorporation.** The present certificate of incorporation of the Delaware Corporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Law.

5. **By-Laws.** The present by-laws of the Delaware Corporation shall continue in full force and effect until amended and changed as therein provided and in the manner prescribed by the provisions of the Delaware Law.

6. **Directors and Officers.** The directors and officers of the Delaware Corporation on the Effective Date shall continue to hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Delaware Corporation in effect at that time.

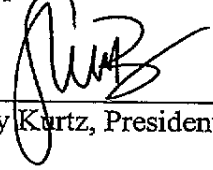
7. **Stock.** Each share of The Florida Corporation issued and outstanding on the Effective Date shall be converted into one (1) share of the Delaware Corporation on the Effective Date of the merger. Each share of the Delaware Corporation issued and outstanding on the Effective Date shall continue to be one (1) share of the Delaware Corporation.

8. **Shareholder Approval.** The merger of the Florida Corporation with and into the Delaware Corporation shall be submitted to the shareholder of the Florida Corporation and the shareholder of the Delaware Corporation for its adoption or rejection in the manner prescribed by the Florida Act and the Delaware Law, respectively.

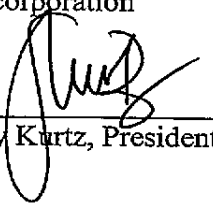
9. **Further Documents and Acts.** The Florida Corporation and the Delaware Corporation agree that they will cause to be executed and filed or recorded any document or documents prescribed by the Delaware Law and the Florida Act, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and elsewhere to effectuate the merger, subject, however, to any provision or provisions contained herein for abandoning the merger before or after the adoption of this Plan and Agreement of Merger by the shareholder of the Florida Corporation and the shareholder of the Delaware Corporation.

10. **Abandonment.** Notwithstanding the adoption of this Plan and Agreement of Merger by the shareholder of the Florida Corporation and the shareholder of the Delaware Corporation, this Plan and Agreement of Merger may be abandoned at any time prior to the filing of any requisite merger documents in the Offices of the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware in the event that the Board of Directors of the Florida Corporation or the Board of Directors of the Delaware Corporation are authorized to do so by the same vote or the shareholder of the Florida Corporation or the shareholder of the Delaware Corporation as is required to adopt this Plan and Agreement of Merger.

TECHNICAL KNOCKOUT, INC.,
a Florida corporation

By 
Garry Kurtz, President

TECHNICAL KNOCKOUT, INC.,
a Delaware corporation

By 
Garry Kurtz, President

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