

3/19/98

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FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: TOM & JERRY'S BOOKS INC.

AUDIT NUMBER.....H98000005355

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..1

PAGES..... 4

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DIVISION OF CORPORATIONS

Merger  
03/25/98  
DC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GILLILAND, INC., a Florida corporation, P95000044383

INTO

**TOM & JERRY'S BOOKS INC.**, a Florida corporation, P94000037145

File date: March 25, 1998

Corporate Specialist: Darlene Connell

03/23/1998 13:32 3056729110

MIAMI OFFICE

PAGE 01

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 23, 1998

TOM & JERRY'S BOOKS INC.  
9410 ANNAPOLIS RD  
#200  
LANHAM, MD 20706US

SUBJECT: TOM & JERRY'S BOOKS INC.  
REF: P94000037145

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000005355  
Letter Number: 198A00015490

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

H98000005355

Articles of Merger  
of  
Gilliland, Inc.  
(a Florida corporation)  
into  
Tom & Jerry's Books Inc.  
(a Florida corporation)

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TALLAHASSEE, FLORIDA

1. Gilliland, Inc., a Florida corporation (the "Disappearing Corporation"), shall be merged with and into Tom & Jerry's Books Inc., a Florida corporation (the "Surviving Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which these Articles of Merger are filed.

3. The attached Plan of Merger was adopted and approved by the shareholders of

Corporate Creations International Inc.  
841 Fourth Street #200  
Miami Beach, FL 33139  
(305) 672-0686

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each of the Constituent Corporations on March 17, 1998.

These Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of March 17, 1998.

Gilliland, Inc.,  
a Florida corporation

By: Miriam Gilliland

Name: Miriam Gilliland

Title: President

Tom & Jerry's Books Inc.,  
a Florida corporation

By: [Signature]

Name: Harvey Blonder

Title: President

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach, FL 33139  
(305) 672-0886

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**Plan of Merger**

between

**Gilliland, Inc.**  
(a Florida corporation)

and

**Tom & Jerry's Books Inc.**  
(a Florida corporation)

Plan of Merger adopted on March 17, 1998 by the Board of Directors of Gilliland, Inc., a Florida corporation (the "Disappearing Corporation"), and Tom & Jerry's Books Inc., a Florida corporation (the "Surviving Corporation"). The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

1. In accordance with the provisions of this Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which the Articles of Merger are filed in Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach, FL 33139  
(305) 672-0886

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reason of the merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the parties or otherwise: (a) each issued and outstanding share of the capital stock of the Disappearing Corporation shall be canceled without payment of any consideration and without any conversion and (b) each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

Gilliland, Inc.,  
a Florida corporation

By: Miriam Gilliland

Name: Miriam Gilliland

Title: President

Tom & Jerry's Books Inc.,  
a Florida corporation

By: [Signature]

Name: Harvey Blonder

Title: President

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