

P94000040331

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMERICAN VENTURE GROUP INC., a Florida corporation, P94000040331

INTO

AVGONY, INC.. a New York corporation not qualified in Florida

File date: January 2, 1997

Corporate Specialist: Darlene Connell

P94000040331



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 207766 5020727

AUTHORIZATION :

COST LIMIT : \$ PPD

97 JAN -2 PM 4:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 2, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 207766-005

CUSTOMER NO: 5020727

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CUSTOMER: Kurt E. Grosman, Esq  
Grosman & Hock, P.a.  
Suite 1150  
200 East Robinson Street  
Orlando, FL 32801

ARTICLES OF MERGER

AMERICAN VENTURE GROUP INC.

INTO

AVGONY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 JAN -2 PM 12:13  
DIVISION OF CORPORATION

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1/3/97  
De

**ARTICLES AND PLAN  
OF MERGER  
of  
AMERICAN VENTURE GROUP INC.  
(a Florida corporation)  
into  
AVGONY, INC.  
(a New York corporation)**

**FILED**  
97 JAN -2 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles and Plan of Merger, as follows:

1. The names of the constituent corporations are AMERICAN VENTURE GROUP INC., a Florida corporation ("Venture") and AVGONY, INC., a New York corporation. The name of the surviving corporation is AVGONY, INC., a New York corporation ("AVGONY").

2. (a) The designation and number of outstanding shares of Venture are Two Hundred (200) shares of common stock, par value \$1.00 per share, each of which is entitled to one vote. The number of shares of Venture is not subject to change prior to the effective date of the merger.

(b) The designation and number of outstanding shares of AVGONY are Two Hundred (200) common shares, par value \$1.00 per share, each of which is entitled to one vote. The number of shares of AVGONY is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) The manner and basis of converting the shares of Venture into shares of AVGONY is as follows: upon the merger becoming effective, each share of common stock of Venture shall be canceled.

(b) The directors and officers of AVGONY on the effective date of the merger shall continue to be the directors and officers of AVGONY.

(c) The bylaws of AVGONY on the effective date of the merger shall continue to be the bylaws of AVGONY.

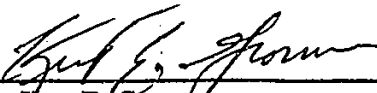
(d) The effect of the merger shall be the effect described in Section 906 of the Business Corporation Law of the State of New York and Section 607.1106 of the Business Corporation Act of the State of Florida.


4. The merger shall be effective on the date the Certificate of Merger is filed by the Department of State of the State of New York and the Department of State of the State of Florida. The filing of these Articles and Plan of Merger with the Department of State of the State of Florida shall constitute the filing of the Certificate of Merger in Florida.

5. The shareholders and boards of directors of the constituent corporations adopted these Articles and Plan of Merger on December 24, 1996.

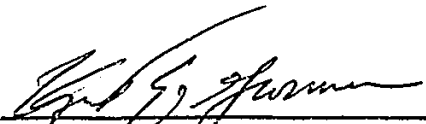
IN WITNESS WHEREOF, the undersigned hereby sign this Agreement and Plan of Merger and affirm the statements made herein as true under the penalties of perjury the 24<sup>th</sup> day of December, 1996.

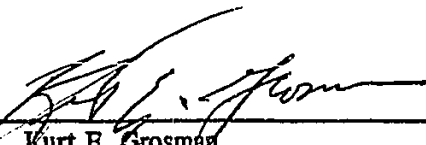
AMERICAN VENTURE GROUP INC.

By:   
Kurt E. Grosman  
President

By:   
Kurt E. Grosman  
Secretary

AVGONY, INC.

By:   
Kurt E. Grosman  
President

By:   
Kurt E. Grosman  
Secretary