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**P94000001393**

PRINCE HULL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 202766 4360077

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 202766-005

CUSTOMER NO: 4360077

000002042410--7

CUSTOMER: Harvey Friedman, Esq  
Four M Corporation  
115 Stevens Avenue

Valhalla, NY 10595

ARTICLES OF MERGER

FIBRE MARKETING GROUP, INC.

INTO

MEHILL ENTERPRISES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: *Michael R. Klunk*

EXAMINER'S INITIALS:

FILED  
96 DEC 31 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 31 PM 12:11  
TALLAHASSEE, FLORIDA

P94000061393

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

FIBRE MARKETING GROUP, INC., a Maryland corporation not authorized to  
transact business in Florida

INTO

MEHIEL ENTERPRISES, INC., a Florida corporation, P94000061393.

File date: December 31, 1996

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER  
OF  
FIBRE MARKETING GROUP, INC.  
AND  
MEHIEL ENTERPRISES, INC.**

**FILED**  
96 DEC 31 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


To the Secretary of State  
State of Florida

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

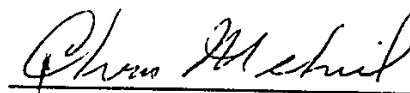
1. Annexed hereto and made a part hereof is the Plan of Merger for merging Fibre Marketing Group, Inc. with and into Mehiel Enterprises, Inc.
2. The merger of Fibre Marketing Group, Inc. with and into Mehiel Enterprises, Inc. is permitted by the laws of the jurisdiction of organization of Fibre Marketing Group, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Fibre Marketing Group, Inc. was November 29, 1996.
3. The shareholders of Mehiel Enterprises, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 29, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. on December 31, 1996.

Executed on December 20, 1996

**FIBRE MARKETING GROUP, INC.**

By:   
Name: Chris Mehiel  
Capacity: President

**MEHIEL ENTERPRISES, INC.**

By:   
Name: Chris Mehiel  
Capacity: President

**PLAN OF MERGER** adopted for Fibre Marketing Group, Inc., a business corporation organized under the laws of the State of Maryland, by resolution of its Board of Directors on November 29, 1996, and adopted for Mehiel Enterprises, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 29, 1996. The names of the corporations planning to merge are Fibre Marketing Group, Inc., a business corporation organized under the laws of the State of Maryland, and Mehiel Enterprises, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Fibre Marketing Group, Inc. plans to merge is Mehiel Enterprises, Inc.

1. Fibre Marketing Group, Inc. and Mehiel Enterprises, Inc., shall, pursuant to the provisions of the laws of the State of Maryland and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Mehiel Enterprises, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Fibre Marketing Group, Inc. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be surrendered and canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-

surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maryland and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.