

P94000085224

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC merger
2/19

H. D. Knitting, Inc.
7621 Northwest 37th Avenue
Miami, Florida 33147
(305) 696-2800

February 10, 2004

Amendment Section
Florida Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Venez Textile U.S.A., Inc. into H.D. Knitting, Inc.
Allied Investments Group, Inc. into H.D. Knitting, Inc.

The enclosed merger documents and fees are submitted for filing. Please return all correspondence concerning this matter to the undersigned at the address shown above. If you should require further information regarding this matter please contact me at (305) 696-2800 or call our accountant, Joseph Plunkett, CPA at (305) 661-2866.

Very truly yours,



Abraham Kattan, President

*P.S. Please return certified copy.
Thank you*

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
H. D. Knitting, Inc.	Florida	P94000085224

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
H. D. Knitting, Inc.	Florida	P94000085224
Allied Investments Group, Inc.	Florida	P00000056230

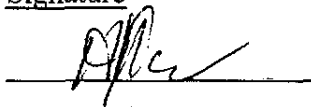

Third: The Plan or Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on January 31, 2004.

Sixth: The plan of merger was adopted by the shareholders of the merging corporations on January 31, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual & Title</u>
H. D. Knitting, Inc.		Abraham Kattan, President
Allied Investments Group, Inc.		Abraham Kattan, President

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
H. D. Knitting, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
H. D. Knitting, Inc.	Florida
Allied Investments Group Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Allied Investments Group, Inc. shall merge into H. D. Knitting, Inc. As a result of this merger H. D. Knitting will thereafter own of all the assets formerly owned by Allied Investments Group, Inc. and shall thereafter be liable for all debts and obligations of Allied Investments Group, Inc. On completion of the merger Allied Investments Group, Inc. shall cease its existence.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, in cash or other property are as follows:

Each shareholder of Allied Investments Group, Inc. shall exchange their shares of Allied Investments Group, Inc. for shares of H. D. Knitting, Inc. Said exchange of shares, when completed, will result in each of the former shareholders of Allied Investments Group, Inc. having the same proportion of the total outstanding shares of H. D. Knitting, Inc. following the merger as such shareholder held in Allied Investments Group, Inc. prior to the merger.