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Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

May 21, 1998

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-05/28/98--01079--001
*****70.00 *****70.00

Dear Sir/Madam,

Enclosed please find Certificate of Incorporation, and Filing Receipt for Lights Out, Inc. a New York Corporation. Also enclosed is a certificate of Merger and Filing receipt for Lights Out, Inc., a Florida Corporation, and Lights Out, Inc., a New York Corporation.

I discussed the merger with Joy French in the Mergers Division of the Florida Department of State because I wanted to find out why the Florida Corporation was still in existence after the merger had been filed. I was told a PLAN of MERGER needed to be filed with the Florida Department of State along with a \$70.00 fee, in order for the merger to be effective.

Enclosed please find a signed PLAN of MERGER for Lights Out - Florida and Lights Out - New York, along with a postal money order made out to the Florida Department of State in the amount of \$70.00 in order to cover the filing fees and service charges. Please call me in New York at the number below if additional information is needed in order to finalize the merger and remove the Florida corporation from existence.

Sincerely,

Leslie Chasen
Lights Out

FILED
MAY 28 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Leslie Chasen authorized
to title document Articles and
Plan of merger and to LIGHTS OUT
add date of adoption

merger
KFT

6-18-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

LIGHTS OUT, INC., a Florida corporation (Document #P94000094289)

INTO

LIGHTS OUT, INC., a New York corporation not qualified in Florida.

File date: May 28, 1998

Corporate Specialist: Louise Flemming-Jackson



C/12/98

Attn: Louise

The documents we discussed
are enclosed. Please call me at
the number below if anything further
is needed. Thank you for your
help with this matter.

Sincerely,
Fosie Chasen

LIGHTS OUT

180 MADISON AVENUE, SUITE 1400, NEW YORK, NY 10016
PHONE 212.725.5535
FAX 212.725.6809

FILED

ARTICLES AND PLAN OF MERGER

98 MAY 28 AM 11:42

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIGHTS OUT, INC. (a Florida Corporation)

AND

LIGHTS OUT, INC. (a New York Corporation)

INTO

LIGHTS OUT, INC. (a New York Corporation)

Pursuant to Section 902 of the Business Corporation Law

The undersigned, Ilise Grossman and Leslie Chasen, being the President and Secretary, respectively of LIGHTS OUT, INC. (a Florida Corporation), and Ilise Grossman and Leslie Chasen, being the President and Secretary, respectively of LIGHTS OUT, INC. (a New York Corporation), hereby certify:

- (1) The names of the constituent corporations are LIGHTS OUT, INC. (a Florida Corporation), and LIGHTS OUT, INC. (a New York Corporation).
- (2) The name of the surviving corporation is LIGHTS OUT, INC. (a New York Corporation).
- (3) The designation and number of outstanding shares of stock of LIGHTS OUT, INC. (a Florida Corporation) entitled to vote is 1,000 and the designation and number of outstanding shares of stock of LIGHTS OUT, INC. (a New York Corporation) entitled to vote is 1,000. The number of shares is not subject to change prior to the effective date of this merger.
- (4) The effective date of the merger is the date of filing of the Certificate of Merger.
- (5) The Certificate of Incorporation for LIGHTS OUT, INC. (a Florida Corporation) was filed by the Secretary of State, Florida on 12/30/94 and the Certificate of Incorporation for LIGHTS OUT, INC. (a New York Corporation) was filed by the Secretary of State, New York on 2/26/98.
- (6) The merger was authorized by a vote of the board of directors, followed by a majority vote of the holders of outstanding shares entitled to vote thereon of LIGHTS OUT, INC. (a Florida Corporation), and by a vote of the board of directors, followed by a majority vote of the holders of outstanding shares entitled to vote thereon of LIGHTS OUT, INC. (a New York Corporation). The date of adoption by both corporations is March 12, 1998.

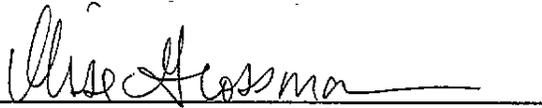
(7) All shares of the constituent corporation, LIGHTS OUT, INC. (a Florida Corporation), and all shares of the constituent corporation, LIGHTS OUT, INC. (a New York Corporation) were authorized to be converted to shares of the surviving corporation, LIGHTS OUT, INC. (a New York Corporation) by a vote of the board of directors, followed by a majority vote of the holders of outstanding shares entitled to vote thereon of LIGHTS OUT, INC. (a Florida Corporation), and by a vote of the board of directors, followed by a majority vote of the holders of outstanding shares entitled to vote thereon of LIGHTS OUT, INC. (a New York Corporation).

(8) There are no amendments or changes in the certificate of incorporation of the surviving corporation, LIGHTS OUT, INC. (a New York Corporation), to be effected by the plan of merger.

(9) The merger is permitted by the laws of the State of Florida, the jurisdiction of the surviving corporation, and is in compliance therewith.

IN WITNESS WHEREOF, we have signed this Plan of Merger this 12th day of March, and affirm that the statements made herein are true under the penalties of perjury.

LIGHTS OUT, INC. (a Florida Corporation)



Ilise Grossman
President



Leslie Chasen
Secretary

LIGHTS OUT, INC. (a New York Corporation)



Ilise Grossman
President



Leslie Chasen
Secretary