

P95000050719

JUN-28-1995 16:47 FROM: TO: 049224000 P.07

6/28/95

FLORIDA DIVISION OF CORPORATIONS

3:57 PM

PUBLIC ACCESS SYSTEM

((H95000007229)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

9-0000

FAX: (904) 922-4000

CONTACT: RAY STORMONT

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H95000007229)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAPITOL CLASSICS, INC.

FAX AUDIT NUMBER: H95000007229

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/28/1995

TIME REQUESTED: 15:57:37

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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NUM CAPS Connect: 00:05

6/29/95
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FLORIDA DIVISION OF CORPORATIONS

95 JUN 29 AM 8:01

RECEIVED

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H9500007229

ARTICLES OF INCORPORATION
OF

CAPITOL CLASSICS, INC.

ARTICLE I.

NAME

The Name of the Corporation is CAPITOL CLASSICS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purpose for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporate under the Florida General Corporation Act, or engage in an other trade or business.

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

H9500007229

2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The mailing address of the Corporation is 1080 N. Delaware Avenue, Suite 506, Philadelphia, PA 19125.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

H95000007229

H95000007229

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 28th day of June, 1995.


Stewart A. Merkin

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing

JUN-28-1995 16:48 FROM EMPIRE CORP. KIT

TO

19049224000

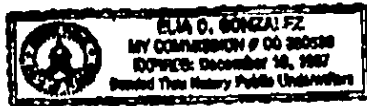
P.11

instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 28th day of June, 1995.

[Signature]
NOTARY PUBLIC, State of
Florida at Largo

My Commission Expires:



H95000007229

H95000007229

CERTIFICATE OF DESIGNATIONREGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CAPITOL CLASSICS, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

June 28, 1995

H95000007229

H95000007229

P95000050719



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAPITOL CLASSICS, a California corporation not qualified in Florida

INTO

CAPITOL CLASSICS, INC., a Florida corporation, P95000050719

File date: January 18, 1996

Corporate Specialist: Linda Stitt

P95000050719

MERKIN, LEVIN & IGLESIAS
ATTORNEYS AT LAW
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

STEWART A. MERKIN
SHELLIE SACHS LEVIN
MANUEL E. IGLESIAS

TEL: (305) 358-5800
FAX: (305) 358-2400

January 16, 1996

Via Federal Express

Secretary of State
Division of Corporations
State of Florida
409 E. Gains Street
Tallahassee, Florida 32399

Re: Articles of Merger

500001691805
-01/18/96--01046--001
****980.00 ****122.50

Dear Sir:

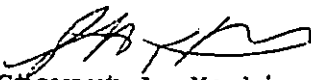
I have enclosed Articles of Merger together with a copy of the Plan and Agreement of Merger for the following corporations:

1. AJF Corporation
2. Atlantic Promotions
3. Capitol Classics
4. Escape Project, Inc.
5. Fountain Piece
6. Renaissance Collection
7. Rogue Marble Productions, Inc.
8. Saber Venture, Inc.

In addition, I have enclosed my check in the amount of \$980.00 covering the filing fees and a certified copy of each of the filings.

If you require any additional information, please let me know.

Very truly yours,


Stewart A. Merkin
SAM:ecg
encls.

*Chapman
Linda*

FILED
JAN 18 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JAN 18 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
Capitol Classics
a California corporation
INTO
Capitol Classics, Inc.
a Florida corporation

Pursuant to FSA § 607.1105, the corporations described herein,
desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is:

Capitol Classics, Inc.

The name of the surviving corporation has not been changed as a
result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated
in Florida on June 29, 1995.

ARTICLE III

The name of the nonsurviving corporation is:

Capitol Classics

The state of domicile of the nonsurviving corporation is
California.

The date of incorporation of the nonsurviving corporation is July
31, 1985.

ARTICLE IV

The Plan of Merger containing the information required by FSA
§ 607.1101 is attached as Exhibit A, which is attached hereto and
made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995. The number of votes cast for the merger was sufficient for approval.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995. The number of votes cast for the merger was sufficient for approval.

ARTICLE VII

These Articles of Merger are effective as of June 30, 1995.

Date: 6-30-95

Capitol Classics, Inc., a Florida corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

Date: 6-30-95

Capitol Classics, a California corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

FILED
95 JAN 18 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

OF

**Capitol Classics
a California corporation**

AND

**Capitol Classics, Inc.
a Florida corporation**

PLAN AND AGREEMENT OF MERGER entered into on June 30, 1995 by Capitol Classics, a business corporation of the State of California ("Disappearing Corporation"), and approved by resolution adopted by its Board of Directors on said date, and entered into on June 30, 1995 by Capitol Classics, Inc., a business corporation of the State of Florida ("Surviving Corporation"), and approved by resolution adopted by its Board of Directors on said date.

RECITALS:

A. Disappearing Corporation is a business corporation of the State of California with its registered office therein located at 150 S. Rodeo Drive, Third Floor, Beverly Hills, California 90212; and

B. The total number of shares of stock which Disappearing Corporation has authority to issue is 25,000, all of which are of one class and without par value; and

C. Surviving Corporation is a business corporation of the State of Florida with its registered office therein located at 444 Brickell Avenue, Suite 300, Miami, Florida 33131; and

D. The total number of shares of stock which Surviving Corporation has authority to issue is 7,500, all of which are of one class and of a par value of \$1.00 each; and

E. The Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

F. The California General Corporation Law permits the merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

G. Disappearing Corporation and Surviving Corporation and the respective Board of Directors thereof deem it advisable and to the advantage, welfare, and best interest of said corporations and their respective stockholders to merge Disappearing Corporation with an into Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Disappearing Corporation and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Surviving Corporation and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Disappearing Corporation and Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of California and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Surviving Corporation, which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Disappearing Corporation shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of California.

2. Attached hereto and made a part hereof is a copy of the Articles of Incorporation which shall continue to be the Articles of Incorporation of Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of Surviving Corporation will be the by-laws of 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 Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of 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 by-laws of Surviving Corporation.

5. (a) Surviving Corporation. The shares of the Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. The shares of Disappearing Corporation outstanding on the Effective Date shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange therefor.

6. Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Disappearing Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

Stewart A. Merkin, Esq.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of Disappearing Corporation in accordance with the provisions of the General Corporation Law of the State of California and upon behalf of Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of California and Florida, and that they will cause to be performed all necessary acts within the States of California and Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of Disappearing Corporation and of Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Agreement of Merger or of the merger herein provided for.

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed shall become effective in the State of Florida, shall be June 30, 1995.

10. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida or at any time prior to the filing of any requisite merger documents with the Secretary of State of California as provided by law.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 30, 1995.

Capitol Classics, a
California corporation

By: *Anthony Filiti*
Anthony Filiti

Title: Vice President

Capitol Classics, Inc., a
Florida corporation

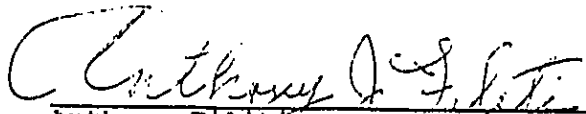
By: *Anthony Filiti*
Anthony Filiti

Title: Vice President

CERTIFICATE OF SECRETARY OF CAPITOL CLASSICS

The undersigned, being the Secretary of Capitol Classics, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of California, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: 6/30, 1995.

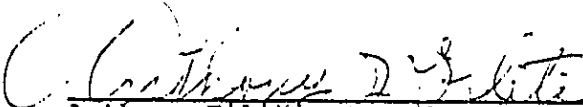


Anthony Filippi,
Secretary of Capitol Classics, a
California corporation

CERTIFICATE OF SECRETARY OF CAPITOL CLASSICS, INC.

The undersigned, being the Secretary of Capitol Classics, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of Florida, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: 6/30, 1995.



Anthony Filitti,
Secretary of Capitol Classics, Inc.,
a Florida corporation

ARTICLES OF INCORPORATION

OF

CAPITOL CLASSICS, INC.

ARTICLE I.

NAME

The Name of the Corporation is CAPITOL CLASSICS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The mailing address of the Corporation is 1080 N. Delaware Avenue, Suite 506, Philadelphia, PA 19125.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 28th day of June, 1995.


Stewart A. Merkin

STATE OF FLORIDA)

COUNTY OF DADE)

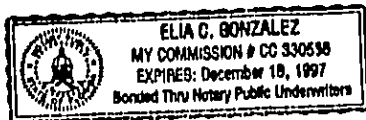
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing

Instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of June, 1995.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CAPITOL CLASSICS, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

June 28, 1995

P95000050719



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

ESCAPE PROJECT, INC., a California corporation, not qualified in Florida

INTO

CAPITOL CLASSICS, INC., a Florida corporation, P95000050719

File date: January 18, 1996

Corporate Specialist: Linda Stitt

P95000050719

MERKIN, LEVIN & IGLESIAS

ATTORNEYS AT LAW

RIVERGATE PLAZA, SUITE 300

444 BRICKELL AVENUE

MIAMI, FLORIDA 33131

STEWART A. MERKIN
SHELLIE SACHS LEVIN
MANUEL E. IGLESIAS

TEL.: (305) 358-3800
FAX: (305) 358-2490

January 16, 1996

Via Federal Express

Secretary of State
Division of Corporations
State of Florida
409 E. Gains Street
Tallahassee, Florida 32399

Re: Articles of Merger

700001691807
-01/18/96--01046--001
****980.00 ****122.50

Dear Sir:

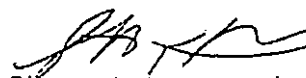
I have enclosed Articles of Merger together with a copy of the Plan and Agreement of Merger for the following corporations:

1. AJF Corporation
2. Atlantic Promotions
3. Capitol Classics
4. Escape Project, Inc.
5. Fountain Piece
6. Renaissance Collection
7. Rogue Marble Productions, Inc.
8. Saber Venture, Inc.

In addition, I have enclosed my check in the amount of \$980.00 covering the filing fees and a certified copy of each of the filings.

If you require any additional information, please let me know.

Very truly yours,


Stewart A. Merkin
SAM:ecg
encls.

CO: gmer
Linda

FILED
JAN 18 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 JAN 18 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
Escape Project, Inc.
a California corporation

INTO

Capitol Classics, Inc.
a Florida corporation

Pursuant to FSA § 607.1105, the corporations described herein,
desiring to effect a merger, set forth the following facts:

ARTICLE I

• The name of the corporation surviving the merger is:

Capitol Classics, Inc.

The name of the surviving corporation has not been changed as a
result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated
in Florida on June 29, 1995.

ARTICLE III

The name of the nonsurviving corporation is:

Escape Project, Inc.

The state of domicile of the nonsurviving corporation is
California.

The date of incorporation of the nonsurviving corporation is
October 28, 1988.

ARTICLE IV

The Plan of Merger containing the information required by FSA
§ 607.1101 is attached as Exhibit A, which is attached hereto and
made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995. The number of votes cast for the merger was sufficient for approval.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995. The number of votes cast for the merger was sufficient for approval.

ARTICLE VII

These Articles of Merger are effective as of June 30, 1995.

Date: 6-30-95

Capitol Classics, Inc., a Florida corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

Date: 6-30-95

Escape Project, Inc., a California corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

FILED

95 JAN 18 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

OF

Escape Project, Inc.
a California corporation

AND

Capitol Classics, Inc.
a Florida corporation

PLAN AND AGREEMENT OF MERGER entered into on June 30, 1995 by Escape Project, Inc., a business corporation of the State of California ("Disappearing Corporation"), and approved by resolution adopted by its Board of Directors on said date, and entered into on June 30, 1995 by Capitol Classics, Inc., a business corporation of the State of Florida ("Surviving Corporation"), and approved by resolution adopted by its Board of Directors on said date.

RECITALS:

A. Disappearing Corporation is a business corporation of the State of California with its registered office therein located at 150 S. Rodeo Drive, Third Floor, Beverly Hills, California 90212; and

B. The total number of shares of stock which Disappearing Corporation has authority to issue is 25,000, all of which are of one class and without par value; and

C. Surviving Corporation is a business corporation of the State of Florida with its registered office therein located at 444 Brickell Avenue, Suite 300, Miami, Florida 33131; and

D. The total number of shares of stock which Surviving Corporation has authority to issue is 7,500, all of which are of one class and of a par value of \$1.00 each; and

E. The Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

F. The California General Corporation Law permits the merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

G. Disappearing Corporation and Surviving Corporation and the respective Board of Directors thereof deem it advisable and to the advantage, welfare, and best interest of said corporations and their respective stockholders to merge Disappearing Corporation with an into Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Disappearing Corporation and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Surviving Corporation and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Disappearing Corporation and Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of California and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Surviving Corporation, which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Disappearing Corporation shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of California.

2. Attached hereto and made a part hereof is a copy of the Articles of Incorporation which shall continue to be the Articles of Incorporation of Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of Surviving Corporation will be the by-laws of 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 Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of 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 by-laws of Surviving Corporation.

5. (a) Surviving Corporation. The shares of the Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. The shares of Disappearing Corporation outstanding on the Effective Date shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange therefor.

6. Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Disappearing Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

Stewart A. Merkin, Esq.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of Disappearing Corporation in accordance with the provisions of the General Corporation Law of the State of California and upon behalf of Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of California and Florida, and that they will cause to be performed all necessary acts within the States of California and Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of Disappearing Corporation and of Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Agreement of Merger or of the merger herein provided for.

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed shall become effective in the State of Florida, shall be June 30, 1995.

10. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida or at any time prior to the filing of any requisite merger documents with the Secretary of State of California as provided by law.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 30, 1995.

Escape Project, Inc., a
California corporation

By: Anthony Filiti
Anthony Filiti

Title: Vice President

Capitol Classics, Inc., a
Florida corporation

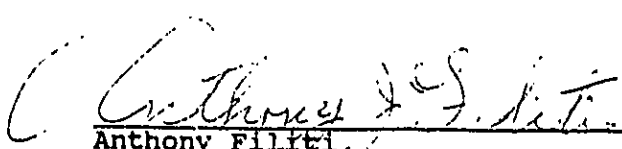
By: Anthony Filiti
Anthony Filiti

Title: Vice President

CERTIFICATE OF SECRETARY OF ESCAPE PROJECT, INC.

The undersigned, being the Secretary of Escape Project, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of California, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: 6/30, 1935.

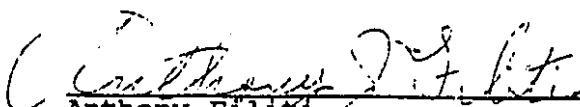


Anthony Fillet,
Secretary of Escape Project, Inc., a
California corporation

CERTIFICATE OF SECRETARY OF CAPITOL CLASSICS, INC.

The undersigned, being the Secretary of Capitol Classics, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of Florida, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: 6/30, 1995.



Anthony Filitti,
Secretary of Capitol Classics, Inc.,
a Florida corporation

ARTICLES OF INCORPORATION
OF
CAPITOL CLASSICS, INC.

ARTICLE I.

NAME

The Name of the Corporation is CAPITOL CLASSICS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The mailing address of the Corporation is 1080 N. Delaware Avenue, Suite 506, Philadelphia, PA 19125.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

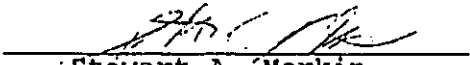
The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 28th day of June, 1995.


Stewart A. Merkin

STATE OF FLORIDA)

COUNTY OF DADE)

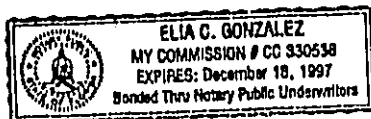
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing

instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of June, 1995.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

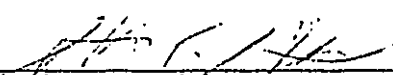
CAPITOL CLASSICS, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

June 28, 1995

P95000050719



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC PROMOTIONS, a California corporation, not qualified in Florida

INTO

CAPITOL CLASSICS, INC., a Florida corporation, P95000050719

Filed date: January 18, 1996

Corporate Specialist: Linda Stitt

P95000050719

MERKIN, LEVIN & IGLESIAS

ATTORNEYS AT LAW

RIVERGATE PLAZA, SUITE 300

444 BRICKELL AVENUE

MIAMI, FLORIDA 33131

STEWART A. MERKIN
SHELLIE SACHS LEVIN
MANUEL E. IGLESIAS

TEL.: (305) 358-5800
FAX: (305) 358-2490

January 16, 1996

Via Federal Express

Secretary of State
Division of Corporations
State of Florida
409 E. Gains Street
Tallahassee, Florida 32399

Re: Articles of Merger

200001691802
-01/18/96--01046--001
****980.00 ****122.50

Dear Sir:

I have enclosed Articles of Merger together with a copy of the Plan and Agreement of Merger for the following corporations:


1. AJF Corporation
2. Atlantic Promotions
3. Capitol Classics
4. Escape Project, Inc.
5. Fountain Piece
6. Renaissance Collection
7. Rogue Marble Productions, Inc.
8. Saber Venture, Inc.

FILED
96 JAN 18 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In addition, I have enclosed my check in the amount of \$980.00 covering the filing fees and a certified copy of each of the filings.

If you require any additional information, please let me know.

Very truly yours,


Stewart A. Merkin
SAM:ecg
encls.

Corporation
Linda

ARTICLES OF MERGER OF
Atlantic Promotions
a California corporation

FILED

96 JAN 18 PM 12:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO

Capitol Classics, Inc.
a Florida corporation

Pursuant to FSA § 607.1105, the corporations described herein,
desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is:

Capitol Classics, Inc.

The name of the surviving corporation has not been changed as a
result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated
in Florida on June 29, 1995.

ARTICLE III

The name of the nonsurviving corporation is:

Atlantic Promotions

The state of domicile of the nonsurviving corporation is
California.

The date of incorporation of the nonsurviving corporation is July
31, 1985.

ARTICLE IV

The Plan of Merger containing the information required by FSA
§ 607.1101 is attached as Exhibit A, which is attached hereto and
made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995.
The number of votes cast for the merger was sufficient for approval

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995.
The number of votes cast for the merger was sufficient for approval.

ARTICLE VII

These Articles of Merger are effective as of June 30, 1995.

Date: 6-30-95

Capitol Classics, Inc., a Florida corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

Date: 6-30-95

Atlantic Promotions, a California corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

**PLAN AND AGREEMENT OF MERGER
OF**

**Atlantic Promotions
a California corporation**

AND

**Capitol Classics, Inc.
a Florida corporation**

FILED
95 JAN 18 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER entered into on June 30, 1995 by Capitol Classics, a business corporation of the State of California ("Disappearing Corporation"), and approved by resolution adopted by its Board of Directors on said date, and entered into on June 30, 1995 by Capitol Classics, Inc., a business corporation of the State of Florida ("Surviving Corporation"), and approved by resolution adopted by its Board of Directors on said date.

RECITALS:

- A. Disappearing Corporation is a business corporation of the State of California with its registered office therein located at 150 S. Rodeo Drive, Third Floor, Beverly Hills, California 90212; and
- B. The total number of shares of stock which Disappearing Corporation has authority to issue is 25,000, all of which are of one class and without par value; and
- C. Surviving Corporation is a business corporation of the State of Florida with its registered office therein located at 444 Brickell Avenue, Suite 300, Miami, Florida 33131; and
- D. The total number of shares of stock which Surviving Corporation has authority to issue is 7,500, all of which are of one class and of a par value of \$1.00 each; and
- E. The Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and
- F. The California General Corporation Law permits the merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

G. Disappearing Corporation and Surviving Corporation and the respective Board of Directors thereof deem it advisable and to the advantage, welfare, and best interest of said corporations and their respective stockholders to merge Disappearing Corporation with an into Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Disappearing Corporation and approved by a resolution adopted by its Board of Directors and being ther unto duly entered into by Surviving Corporation and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Disappearing Corporation and Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of California and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Surviving Corporation, which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Disappearing Corporation shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of California.

2. Attached hereto and made a part hereof is a copy of the Articles of Incorporation which shall continue to be the Articles of Incorporation of Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of Surviving Corporation will be the by-laws of 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 Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of 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 by-laws of Surviving Corporation.

5. (a) Surviving Corporation. The shares of the Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. The shares of Disappearing Corporation outstanding on the Effective Date shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange therefor.

6. Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Disappearing Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

Stewart A. Merkin, Esq.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of Disappearing Corporation in accordance with the provisions of the General Corporation Law of the State of California and upon behalf of Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of California and Florida, and that they will cause to be performed all necessary acts within the States of California and Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of Disappearing Corporation and of Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Agreement of Merger or of the merger herein provided for.

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed shall become effective in the State of Florida, shall be June 30, 1955.

10. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida or at any time prior to the filing of any requisite merger documents with the Secretary of State of California as provided by law.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 30, 1995.

Atlantic Promotions, a
California corporation

By: *Anthony Filiti*
Anthony Filiti

Title: Vice President

Capitol Classics, Inc., a
Florida corporation

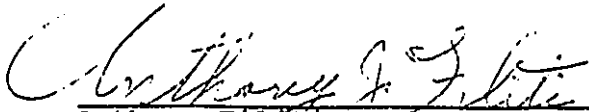
By: *Anthony Filiti*
Anthony Filiti

Title: Vice President

CERTIFICATE OF SECRETARY OF ATLANTIC PROMOTIONS

The undersigned, being the Secretary of Atlantic Promotions, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of California, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: 6/30, 1970.

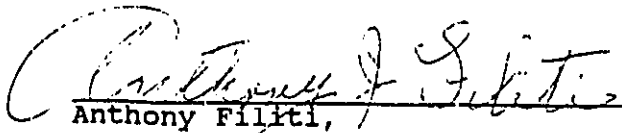


Anthony Filitti,
Secretary of Atlantic Promotions,
a California corporation

CERTIFICATE OF SECRETARY OF CAPITOL CLASSICS, INC.

The undersigned, being the Secretary of Capitol Classics, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of Florida, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: 6/30, 1990.



Anthony Filitti,
Secretary of Capitol Classics, Inc.,
a Florida corporation

ARTICLES OF INCORPORATION
OF
CAPITOL CLASSICS, INC.

ARTICLE I.

NAME

The Name of the Corporation is CAPITOL CLASSICS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The mailing address of the Corporation is 1080 N. Delaware Avenue, Suite 506, Philadelphia, PA 19125.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

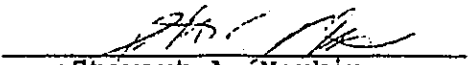
The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 28th day of June, 1995.


Stewart A. Merkin

STATE OF FLORIDA)

COUNTY OF DADE)

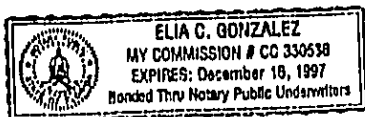
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing

instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of June, 1995.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

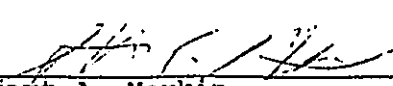
CAPITOL CLASSICS, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

June 28, 1995

P95000050719

ARTICLES OF MERGER
Merger Sheet

MERGING:

AJF OF MIAMI, INC., a Florida corporation, document number P94000021071

CAPITOL CLASSICS, INC., a Florida corporation, document number
P95000050719

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a Florida corporation,
document number P95000050728

INTO

WHITE EAGLE FOOD COMPANY, a Florida corporation, P95000050724

File date: December 11, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 245.00