

95000067310

8/30/95
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: RUDEN, BARNETT, MCCLOSKEY, P.A.
DEPARTMENT OF STATE 200 N. BROWARD BLVD
STATE OF FLORIDA PO BOX 1900
400 EAST GAINES STREET FT LAUDERDALE FL 33302
TALLAHASSEE, FL 32399 CONTACT: ANNE MARIE LA FERLA
FAX: (904) 922-4000 PHONE: (305) 764-6660
FAX: (305) 764-4996

((H95000009642))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OF P A
NAME: DABA CORP.
FAX AUDIT NUMBER: H95000009642 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/30/1995 TIME REQUESTED: 15:05:00
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 0760760002

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FILED
95 AUG 30 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4730
RECEIVED
95 AUG 30 PM 4: 25

#95000009642

**ARTICLES OF INCORPORATION
OF****DaBa Corp.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

DaBa Corp.**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 4705 N.W. 132nd Street Miami, Florida 33054.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of Ten Thousand (10,000) shares of Class A Common Stock, no par value per share, and Ten Thousand (10,000) shares of Class B Common Stock. Each holder shall be entitled to vote on all matters submitted to a vote of shareholders of the Corporation and shall be entitled to one vote per share of Class A Common Stock then outstanding and of record in his, her or its name on the books of the Corporation. The holders of Class B Common Stock shall not be entitled to vote on any matters submitted to a vote of shareholders of the Corporation except as required under the Florida Business Corporation Act.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is c/o L.TNY, Inc., 4705 N.W. 132nd Street, Miami, Florida 33054 and the initial registered agent of this Corporation at that address shall be Yaakov Brafman.

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FTL 87709.2

Prepared by: Michael K. Chernick, FL Bar #0031781
Ruden Barnett, Et al., P. O. Box 1800
Fort Lauderdale, Florida 33301
(305) 764-6660

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TALLAHASSEE, FLORIDA

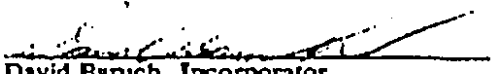
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**ARTICLE V
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

David Baruch
c/o LTNY, Inc.
4705 N.W. 132nd Street
Miami, Florida 33054

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 30th day
of August, 1995.


David Baruch, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of
Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that
he is familiar with, and accepts the obligations imposed upon registered agents under, the
Florida Business Corporation Act, including specifically Section 607.0505.


Yakov Braffman, Registered Agent
BRAFFMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FL 67724 2

Prepared by:

Michael K. Chernick, FL Bar #0031781
Ruben Barnett, Et al., P. O. Box 1800
Fort Lauderdale, Florida 33301
(305) 784-6880

P95000067310



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

LTNY, INC., a New York corporation, P34786

INTO

DABA CORP., a Florida corporation, P95000067310

File date: April 25, 1996

Corporate Specialist: Linda Stitt

P950000673/0

4/25/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

9:25 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R
200 E BROWARD BLVD
PO BOX 1900
FT LAUDERDALE FL 33302-
CONTACT: ANNE MARIE LA FERLA
PHONE: (305) 527-6221
FAX: (305) 764-4996

((H96000005815))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: DABA CORP.
FAX AUDIT NUMBER: H96000005815
DATE REQUESTED: 04/25/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:25:24
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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*Corporation
Florida*

02-01-1996

02-01-1996

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CERTIFICATE OF MERGER

OF

LTNY, INC.

INTO

DaBa CORP.

UNDER SECTION 907 OF THE NEW YORK BUSINESS CORPORATION LAW

I, David Baruch, being the President and the Secretary of LTNY, Inc. and, I, David Baruch, being the President and the Secretary of DaBa Corp. hereby certify that pursuant to the provisions of Section 907 of the New York Business Corporation Law and Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Certificate of Merger:

1. (a) The name of each constituent corporation is as follows: LTNY, Inc., a New York corporation, and DaBa Corp., a Florida corporation.
(b) The name of the surviving corporation is DaBa Corp., a Florida corporation.
2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

FTL:69786:4

R96000005815

Prepared by:

Michael K. Chernick, Esq., FL Bar #0031781
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6600

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<u>Name of Corporation</u>	<u>Designation and Number of Shares in each class of Shares Outstanding</u>	<u>Class or Series of Shares Entitled to Vote</u>	<u>Number of Outstanding Shares</u>
LTNY, Inc.	Common Stock	Common Stock	80
DaBa Corp.	Class A Common Stock and Class B Common Stock	Class A Common Stock	20

3. The Agreement and Plan of Merger ("Plan") of LTNY, Inc. into DaBa Corp. is as follows:
 - (a) The name of the corporation which will be the surviving corporation in this merger is DaBa Corp., a Florida corporation ("Surviving Corporation"). The name of the corporation merging into the Surviving Corporation is LTNY, Inc., a New York corporation ("Merging Corporation").
 - (b) The shares of the Merging Corporation shall be surrendered to the Surviving Corporation for cancellation and exchanged for and converted into three-fourths of one share of Class A Common Stock and one-fourth of one share of Class B Common Stock of the Surviving Corporation for each shareholder of the Merging Corporation.
4. The Plan was adopted by the Unanimous Written Consent of the Shareholders of LTNY, Inc. on March 25, 1995. The Plan of Merger was adopted by the Unanimous Written Consent of the Shareholders of DaBa Corp. on March 25, 1996.
5. The merger is permitted by the laws of the the State of Florida, the jurisdiction of incorporation of DaBa Corp. and is in compliance therewith.
6. The surviving corporation is DaBa Corp., a corporation organized under the laws of the State of Florida, incorporated on the 30th day of August, 1995. DaBa Corp. is not authorized to do business in New York and it will not do business in New York until an application for authority has been filed with the New York Department of State.
7. The Certificate of Incorporation of LTNY, Inc. was filed with the Department of State of the State of New York on the 14th day of March, 1991. The Articles of Incorporation of DaBa Corp. were filed with the Florida Secretary of State on the 30th day of August, 1995.

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8. DaBa, Corp. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the New York Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 100 West 33rd Street, New York, New York 10001. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

9. DaBa Corp. agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of LTNY, Inc. the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

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IN WITNESS WHEREOF, we have signed this Certificate on the 25th day of April, 1996 and we affirm the statements contained therein as true under penalties of perjury.

LTNY, INC.

By: 

Its: President

By: 

Its: Secretary

DaBa CORP.

By: 

Its: President

By: 

Its: Secretary

SENT BY FAX

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IN 1

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4/26/96

FLORIDA DIVISION OF CORPORATIONS

11:02 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (305) 527-6221

FAX: (305) 764-4996

((H96000005915))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: DABA CORP.

FAX AUDIT NUMBER: H96000005915

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/26/1996

TIME REQUESTED: 11:02:37

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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METHOD OF DELIVERY: FAX

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ACCOUNT NUMBER: 076077000521

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Funda*

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TALLAHASSEE, FLORIDA

534 11:02:37

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DaBa Corp.

FILED
96 APR 26 PM 4:36
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of Daba Corp. (the "Corporation") does hereby certify:

That the board of directors and the shareholders of the Corporation, pursuant to a joint corporate action dated April 26, 1996, have adopted and approved this Amendment, amending the Articles of Incorporation of the Corporation as follows:

1. Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is inserted in lieu thereof, to-wit:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

LTNY, Inc.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation has executed these Articles of Amendment as of April 26, 1996.

By:


David Baruch, President

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FTL:84790:1

Prepared by:

Michael K. Chernick, Esq., FL Bar #0001781
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

996000005915

JOINT CORPORATE ACTION BY
THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER OF
DABA CORP.

The undersigned, being the sole Director and the sole shareholder of DaBa Corp., a Florida corporation ("Corporation"), does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and does hereby consent in writing to the adoption of the following resolution, taking said action in lieu of a meeting of the Board of Directors and the shareholders:

RESOLVED, that the Articles of Incorporation of this Corporation be amended to change the name of the Corporation to LTNY, Inc., as provided in the attached Articles of Amendment to said Articles of Incorporation.

The action described herein shall be effective as of the 26th day of April, 1996.

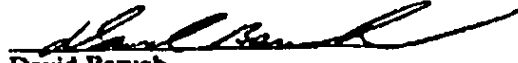
IN WITNESS WHEREOF, the undersigned, being the sole Director and the sole shareholder of this Corporation, has hereunto set his hands and seals for the purposes herein expressed.

Dated as of April 26, 1996.

DIRECTOR:


David Baruch

SHAREHOLDER:


David Baruch

Prepared by: Michael K. Chernick, Esq., FL Bar #0031781
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

996000005915

FILE:144282:1