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March 8, 2000

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/13/00--01128--002
*****70.00 *****70.00

**Re: Articles of Merger (Hallmark/Tassone of Florida, Inc. into
Hallmark/Tassone, Inc.)**

Dear Division of Corporations:

Enclosed are the following: (i) the original and one (1) copy of the Articles of Merger;
and (ii) a check made payable to the Florida Department of State in the amount of \$70
(\$35 for each merging corporation).

**Kindly time-stamp the attached copy of the Articles of Merger and return it to me
in the enclosed envelope.**

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Daniel J. McNulty
Daniel J. McNulty

*Merger
3-23-00
DJS*

Enclosures

FILED
00 MAR 13 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

HALLMARK/TASSONE OF FLORIDA, INC., a Florida corporation,
P95000088025

INTO

HALLMARK/TASSONE, INC., a Pennsylvania corporation not qualified in
Florida.

File date: March 13, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

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 and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Hallmark/Tassone, Inc.</u>	<u>Pennsylvania</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Hallmark/Tassone of Florida, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

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

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)
XX

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
February, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
February, 2000 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Hallmark/Tassone, Inc.

William S. Binstock

William S. Binstock

Chairman of the Board/ CEO

Hallmark/Tassone of
Florida, Inc.

William S. Binstock

William S. Binstock

Chairman

PLAN OF MERGER

THIS PLAN OF MERGER, dated February 29th, 2000, is between Hallmark/Tassone of Florida, Inc., a Florida business corporation ("Subsidiary"), and Hallmark/Tassone, Inc., a Pennsylvania business corporation ("Parent"). In consideration of the mutual covenants herein, and intending to be legally bound hereby, the parties agree as follows:

1. Background. The aggregate number of shares that Subsidiary is authorized to issue is Ten Thousand (10,000) common shares at no par value, One Thousand (1,000) of which shares are outstanding. Parent owns of record and beneficially One Thousand (1,000) common shares of Subsidiary. The Board of Directors of Parent deems it desirable for the benefit of both corporations that the properties, businesses, assets and liabilities of both corporations be combined into one surviving corporation which shall be Parent, pursuant to Section 1924(b)(1) of the Pennsylvania Business Corporation Law of 1988 for the purpose of carrying out a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.
2. Merger. Parent hereby merges Subsidiary into itself, and Subsidiary shall be and hereby is merged into Parent, which shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of Pennsylvania with all of the rights and obligations of such surviving domestic corporation as are provided by the Pennsylvania Business Corporation Law of 1988. Upon the effectiveness of the merger, Subsidiary shall cease to exist and its property shall become the property of Parent as the surviving corporation.
3. Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of the Parent shall continue until their successors are duly elected and qualified under the Bylaws of the surviving corporation.
4. Directors. The Directors of Parent shall be the Directors of the surviving corporation until their successors are duly elected and qualified under the Bylaws of the surviving corporation.
5. Shares of Parent. Each share of stock of Parent outstanding on the effective date of the merger shall thereupon, without further action, remain one common share of the surviving corporation without the issuance or exchange of new shares or share certificates.
6. Shareholders Notice Pursuant to Florida Business Corporation Act. If applicable, the Shareholder of the Subsidiary who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act (the "Act"), would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, may be entitled, if they

comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

7. Cancellation of Subsidiary Shares. All authorized and outstanding common shares of Subsidiary and all rights in respect thereof shall be cancelled forthwith upon the effectiveness of the merger, and the certificates representing the shares shall be surrendered to Parent and canceled.

8. Approval. Under Section 1924(b)(1) of the Pennsylvania Business Corporation Law of 1988, approval of the shareholders of Parent is not required. Parent, in its capacity as the sole shareholder of Subsidiary, hereby gives its approval and consent to the merger described in this Plan. Approval of the Board of Directors of Subsidiary is not required.

9. Abandonment. Notwithstanding any of the provisions of this Plan, Parent at any time before the effectiveness of the merger, and for any reason it deems sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case, this Plan shall thereby be cancelled and become null and void.

10. Effective Date. The effective date of the merger shall be upon filing of the Articles of Merger with the Secretary of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers on this 29th day of February, 2000.

ATTEST:

HALLMARK/TASSONE OF FLORIDA, INC.

By

William S. Butts
Its Chairman

ATTEST:

HALLMARK/TASSONE, INC.

By

William S. Butts
Its Chief Executive Officer