



THE UNITED STATES
CORPORATION
COMPANY

P96000008061

ACCOUNT NO. : 072100000032

REFERENCE : 291558 4357324

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : June 29, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 291558-005

CUSTOMER NO: 4357324

CUSTOMER: David K. Whitlock, Esq
Pflug & Whitlock
266 Harristown Rd.
Suite 101
Glen Rock, NJ 07452

000002919800--9

merger

ARTICLES OF MERGER

C.D.C. MANAGEMENT 500, INC.

INTO

C.D.C. MANAGEMENT 500, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
99 JUN 30 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUN 30 PM 12:07
TALLAHASSEE, FLORIDA

*02250, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

C.D.C. MANAGEMENT 500, INC., a Florida corporation P96000008061
,

INTO

C.D.C. MANAGEMENT 500, INC., a Delaware corporation not qualified in
Florida.

File date: June 30, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: C.D.C. MANAGEMENT 500, INC.
Ref. Number: P96000008061

We have received your document for C.D.C. MANAGEMENT 500, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please give the date of adoption by the shareholders of the Florida corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 299A00034646

RECEIVED
99 JUL -9 AM 9:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

FILED
99 JUN 30 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF

C.D.C. MANAGEMENT 500, INC., a Florida corporation

AND

C.D.C. MANAGEMENT 500, INC., a Delaware corporation

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic Business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging C.D.C. MANAGEMENT 500, INC., a Florida corporation with and into C.D.C. MANAGEMENT 500, INC., a Delaware corporation.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of C.D.C. MANAGEMENT 500, INC., a Delaware corporation approved and adopted the Plan of Merger at a meeting of said shareholders held on June 25, 1999.

3. The merger of C.D.C. MANAGEMENT 500, INC., a Florida corporation with and into C.D.C. MANAGEMENT 500, INC., a Delaware corporation is permitted by the laws of the jurisdiction of organization of C.D.C. MANAGEMENT 500, INC., a Delaware corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of C.D.C. MANAGEMENT 500, INC., a Delaware corporation was June 25, 1999. The date of approval and adoption of the Plan of Merger by the shareholders of C.D.C. Management 500, Inc., a Florida corporation was June 25, 1999.

4. The effective time and date of the merger herein provided for in the State of Florida shall upon the date of filing.

Executed on June 25, 1999.

C.D.C. MANAGEMENT 500, INC., a
Florida corporation

By: _____

Name: Charles Frye

Capacity: President

C.D.C. MANAGEMENT 500, INC., a
Delaware corporation

By: _____

Name: Charles Frye

Capacity: President

PLAN OF MERGER

PLAN OF MERGER adopted on June 25, 1999 by resolution of the Board of Directors of C.D.C. MANAGEMENT 500, INC., a business corporation organized under the laws of the State of Florida, and adopted on June 25, 1999 by resolution of the Board of Directors of C.D.C. MANAGEMENT 500, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are C.D.C. MANAGEMENT 500, INC., a business corporation organized under the laws of the State of Florida, and C.D.C. MANAGEMENT 500, INC., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which C.D.C. MANAGEMENT 500, INC., a Florida corporation plans to merge is C.D.C. MANAGEMENT 500, INC., a Delaware corporation.

1. C.D.C. MANAGEMENT 500, INC., a Florida corporation and C.D.C. MANAGEMENT 500, INC., a Delaware corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of C.D.C. MANAGEMENT 500, INC., a Delaware corporation be merged with and into a single corporation, to wit, C.D.C. MANAGEMENT 500, INC., a Delaware corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of C.D.C. MANAGEMENT 500, INC., a Florida corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 1 share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but said shares which are issued at the effective time and date of the merger shall continue to represent issued shares of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper offices of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 of Merger or of the merger herein provided for.