

SUSAN J. BROTMAN P.
LAW OFFICES

P96000011081

FILED
02 JUN 21 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431
Telephone (561) 338-0906
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June 20, 2002

merger

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger
Planonte Yama, Inc. and Sushi Yama, Inc.

700005905997--5
-06/21/02--01061--003
*****70.00 *****70.00

To Whom It May Concern:

Enclosed please find the Articles of Merger for the above corporations, along with a check for \$70.00. Please send the confirmation of the above merger to me at the above address. If you have any questions, please contact me immediately.

Very truly yours,

[Signature]
SUSAN J. BROTMAN

Enclosures

SJB/bl

C:\FILES\LETTERS\SushiYama.Dep\StartMergerDocs.wpd

*00789, 02277, 00671

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

PLANONTE YAMA, INC., a Florida corporation P01000108410

INTO

SUSHI YAMA, INC., a Florida entity, P96000011081.

File date: June 21, 2002

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
PLANONTE YAMA, INC., A FLORIDA CORPORATION
INTO
SUSHI YAMA, INC., A FLORIDA CORPORATION

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ARTICLES OF MERGER between PLANONTE YAMA, INC., a Florida corporation, (PLANONTE), and SUSHI YAMA, INC., a Florida corporation (SUSHI YAMA).

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") PLANONTE and SUSHI YAMA adopt the following Articles of Merger:

1. The Plan of Merger dated May 15, 2002 ("Plan of Merger"), between PLANONTE and SUSHI YAMA was approved and adopted by the shareholders of each corporation on May 15, 2002.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of PLANONTE's stock will be acquired by means of a merger into SUSHI YAMA, being the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida or MAY 15, 2002 if it is after such filing date.

IN WITNESS WHEREOF, the parties have set their hands this 15 day of

MAY, 2002

PLANONTE YAMA, INC.,
a Florida corporation

By: _____

President

SUSHI YAMA, INC.,
a Florida corporation

By: _____

President

Exhibit A

PLAN OF MERGER

Merger Between SUSHI YAMA, INC., (the "Surviving Corp.") and PLANONTE YAMA, INC., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). The Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with SS 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., in effect on the Effective Date of Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution of Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock/other securities that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of (or other consideration as enumerated) in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation stock.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares the Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions,

liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereof in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. Filing with Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be May 15, 2002.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the

shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

PLANONTE YAMA, INC., a Florida corporation

BY: _____

President

SUSHI YAMA, INC., a Florida Corp.

BY: _____

President