

P96000043556

FILED



00 AUG 21 PM 4:28

ACCOUNT NO. : 072100000032

REFERENCE : 802957 81487A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 17, 2000

ORDER TIME : 2:12 PM

ORDER NO. : 802957-015

CUSTOMER NO: 81487A

CUSTOMER: Jay Beskin, Esq
Geller, Geller, Beskin,
2411 Hollywood Boulevard

Hollywood, FL 33020

700003366407--2

ARTICLES OF MERGER

FGC, INC.

INTO

FCG, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

*Marguer
8-21-00
PHS*

RECEIVED
00 AUG 21 PM 3:13
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FGC, INC., a Florida corporation, P96000043556

INTO

FCG, INC., a Delaware corporation not qualified in Florida.

File date: August 21, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

FILED

00 AUG 21 PM 4:28

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

FGC, Inc., a Florida corporation

and

FCG, 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 FGC, Inc., a Florida corporation with and into FCG, Inc., a Delaware corporation.
2. The shareholder of FGC, Inc., a Florida corporation entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on August 18, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of FGC, Inc., a Florida corporation with and into FCG, Inc., a Delaware corporation is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of FGC, Inc., a Florida corporation, was August 18, 2000.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m. on August 21, 2000.

Executed on August 18, 2000.

FGC, Inc., a Florida corporation

By: J. R. Beskin
Name: JAY R. BESKIN
Capacity: Secretary

FCG, Inc., a Delaware corporation

By: J. A. B.
Name: JAY R. BISKIN
Capacity: Secretary

PLAN OF MERGER adopted on August 18, 2000 by resolution of the Board of Directors of FGC, Inc., a business corporation organized under the laws of the State of Florida, and adopted on August 18, 2000 by resolution of the Board of Directors of FGC, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are FGC, Inc., a business corporation organized under the laws of the State of Florida, and FGC, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which FGC, Inc., a Florida corporation plans to merge is FGC, Inc.

1. FGC, Inc., a Florida corporation and FGC, Inc., a Florida corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Delaware be merged with and into a single corporation, to wit, FCG, 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 FGC, Inc., a Florida corporation, which is sometime 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 directorships 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 one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share 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 preformed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, and 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.