

LAW OFFICES OF

Barbara J. Krasnove, P.A.

P96000094667

January 23, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

700002069397--7
-01/27/97--01047--007
*****70.00 *****70.00

Re: CAMERA MARKETING CORP.

Dear Sirs:

Enclosed, is an original plus one copy of the Articles of Merger regarding the above-named company. Please file the original in your offices and return to us one certified copy.

I am enclosing a check in the amount of \$70.00 for filing fees.

Thank you for your anticipated cooperation.

Very truly yours,


BARBARA J. KRASNOVE, ESQ.
/bjk
Enclosure

cc: Client

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 PM 3:58

merger

TLL FEB 4 1997

BARBARA J. KRASNOVE, ESQ.

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CAMERA MARKETING CORP., a New York corporation, not authorized to
transact business in Florida

INTO

CAMERA MARKETING CORP., a Florida corporation, P96000094667.

File date: January 27, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER BETWEEN CAMERA MARKETING CORP., a Florida Corporation, and CAMERA MARKETING CORP., a New York Corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging CAMERA MARKETING CORP., a Florida Corporation and CAMERA MARKETING CORP., a New York Corporation.

1. The names of the corporations which are parties to this merger are CAMERA MARKETING CORP., a Florida Corporation, and CAMERA MARKETING CORP., a New York Corporation. CAMERA MARKETING CORP., a Florida Corporation shall be the surviving corporation.

2. On Jan. 1, 1997, the Plan of Merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Florida Statutes.

3. As to each of the undersigned corporations, the number of shares outstanding, and entitled to vote are as follows:

CAMERA MARKETING CORP., a Florida Corporation,		
TOTAL	FOR	AGAINST
25	25	0

CAMERA MARKETING CORP., a New York Corporation,		
TOTAL	FOR	AGAINST
25	25	0

Executed this 1ST day of JANUARY, 1997.

CAMERA MARKETING CORP., a Florida Corporation,

By: Danny Glass
DANNY GLASS, President

Attest:

Jody Glass
Secretary

BEFORE ME, the undersigned authority, personally appeared DANNY GLASS, the President of CAMERA MARKETING CORP., a Florida Corporation, and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between, CAMERA MARKETING CORP., a Florida Corporation, and CAMERA MARKETING CORP., a New York

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Corporation, and that he signed on behalf of CAMERA MARKETING CORP., a Florida Corporation, in his capacity as President.

Barbara J. Krasnove
Notary Public



CAMERA MARKETING CORP., a New York Corporation,

By: Danny Glass
DANNY GLASS, President

Attest:
Jody Glass
Secretary

BEFORE ME, the undersigned authority, personally appeared DANNY GLASS, the President of CAMERA MARKETING CORP., a New York, and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between, CAMERA MARKETING CORP., a Florida Corporation, and CAMERA MARKETING CORP., a New York Corporation, and that he signed on behalf of CAMERA MARKETING CORP., a New York Corporation, in his capacity as President.

Barbara J. Krasnove
Notary Public



PLAN OF MERGER

Plan of merger dated Jan. 1, 1997, between, CAMERA MARKETING CORP., A Florida Corporation, hereinafter referred to as the "surviving corporation," and CAMERA MARKETING CORP., a New York Corporation, hereinafter referred to as the "absorbed corporation."

WHEREAS, CAMERA MARKETING CORP., A Florida Corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal place of business at 8271 N.Pine Island Rd. Tamarac, Florida 33321,

WHEREAS, CAMERA MARKETING CORP., A Florida Corporation, has a capitalization of ONE THOUSAND (1,000) authorized shares of one DOLLAR (\$1.00) common stock, of which TWENTY FIVE (25) shares are issued and outstanding,

WHEREAS, CAMERA MARKETING CORP., A New York Corporation, is a corporation organized and existing under the laws of the State of New York, doing business in the State of Florida, with its principal place of business at 8271 N.Pine Island Rd. Tamarac, Florida 33321,

WHEREAS, CAMERA MARKETING CORP., A New York Corporation, has a capitalization of TWO HUNDRED (200) authorized shares of one DOLLAR (\$1.00) common stock, of which TWENTY FIVE (25) shares are issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders CAMERA

MARKETING CORP., A New York Corporation, be merged into CAMERA MARKETING CORP., A Florida Corporation, pursuant to the provisions of Sections 607.1101, et. seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue code of 1986, as amended;

NOW THEREFORE, in consideration, of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. Merger. CAMERA MARKETING CORP., A New York Corporation, shall merge with and into CAMERA MARKETING CORP., A Florida Corporation, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all rights, privileges, immunities and franchises, and all property, real and personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into

shares of the surviving corporation is as follows:

(a) Each share of the common stock of CAMERA MARKETING CORP., A New York Corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of CAMERA MARKETING CORP., A Florida Corporation, which share of the surviving corporation shall then be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue an exchange certificate for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate

for his or her shares of the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in By-Laws. The by-laws of the surviving corporation shall continue to be its by-laws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as directors and officers of the surviving corporation for the full unexpired terms of their offices and until the successors have been elected or appointed and qualified.

7. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of New York and the State of Florida at meeting held on or before Jan 1 1997.

8. Effective Date of Merger. The effective date of merger shall be the date when the articles of merger are filed by the Florida Department of State.

9. Execution of Agreement. This plan of merger may be executed in any number of counterparts and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their

respective secretaries pursuant to the authorization of
their respective boards of directors on the date above first
written.

CAMERA MARKETING CORP., a Florida
Corporation

By: *Danny Glass*
DANNY GLASS, President

Attest:

Judy Glass
Secretary

CAMERA MARKETING CORP., a New York
Corporation

By: *Danny Glass*
DANNY GLASS, President

Attest:

Judy Glass
Secretary