

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**SYLMAC INTERNATIONAL CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$70.00

Merger
4-25
6

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SYLMAC SPORTS, INC., a Florida corporation, document number
P98000099766

INTO

SYLMAC INTERNATIONAL CORP., a Florida entity, P97000007425.

File date: April 25, 2001

Corporate Specialist: Karen Gibson

April 12, 2001

SYLMAC INTERNATIONAL CORP.
200 LESLIE DR SUITE 206
HALLANDALE, FL 33009US

SUBJECT: SYLMAC INTERNATIONAL CORP.
REF: P97000007425

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

IF THE PLAN OF MERGER IS CONTAINED WITHIN THE ARTICLE, THE TITLE OF THE DOCUMENT SHOULD BE CHANGED TO ARTICLES OF MERGER AND PLAN OF MERGER.

ARTICLES OF MERGER INVOLVING A FLORIDA OR FOREIGN PROFIT CORPORATION ARE FILED PURSUANT TO SECTION 607.1105 FLORIDA STATUTES.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000037555
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**ARTICLES OF MERGER AND PLAN OF MERGER
OF
SYLMAC SPORTS, INC.
INTO
SYLMAC INTERNATIONAL CORP.**

FILED
01 APR 25 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Section 607.1105, Sylmac Sports, Inc., a Florida corporation, and Sylmac International Corp., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Sylmac Sports, Inc. into Sylmac International Corp., the latter of which is to survive the merger:

ARTICLE 1

The name of the surviving corporation is Sylmac International Corp.

The other party to the merger is Sylmac Sports, Inc., which shall be merged into the surviving corporation.

ARTICLE 2

There are no changes to the Articles of Incorporation of the surviving corporation as a result of the merger.

ARTICLE 3

The shareholders of Sylmac Sports, Inc. and Sylmac International Corp. unanimously adopted the Plan and Agreement of Merger as of the 15th day of March, 2001.

ARTICLE 4

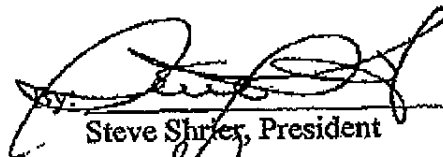
The issued shares of Sylmac Sports, Inc. shall be cancelled as of the effective

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date of the Merger and the stockholders of Sylmac Sports, Inc. shall receive 100
common shares of common stock of Sylmac International Corp.

Dated as of the 9 day of April, 2001.

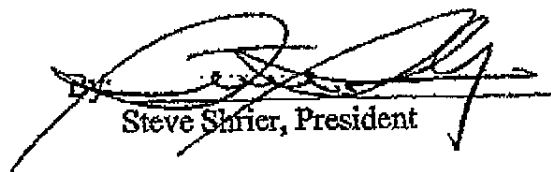
Sylmac International Corp.

By: 
Steve Shrier, President

By: 
Shari Feldman, Secretary

[CORPORATE SEAL]

Sylmac Sports, Inc.

By: 
Steve Shrier, President

By: _____, Secretary

[CORPORATE SEAL]