

P97000012830

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NGE Corporation into
Salgin Investments Inc.

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*****70.00 *****70.00

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02 MAR 29 AM 11:13

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

03-31-02

C. Coullatte MAR 29 2002

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
2002 MAR 29 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

NGE CORPORATION, a Florida corporation, P94000031629

INTO

SALGIN INVESTMENTS, INC., a Florida entity, P97000012830.

File date: March 29, 2002 , effective March 31, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
NGE Corporation, a Florida Corporation,
into
Salgin Investments, Inc., a Florida Corporation,

ARTICLES OF MERGER between NGE Corporation, a Florida corporation ("NGE") and Salgin Investments, Inc., a Florida corporation ("Salgin").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") NGE and Salgin adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated March 15, 2002 ("Plan of Merger"), between NGE Corporation and Salgin Investments, Inc. was approved and adopted by the shareholders of NGE Corporation and was approved and adopted by the shareholders of Salgin Investments, Inc. on March 15, 2002.


2. Pursuant to the Plan of Merger, all issued and outstanding shares of NGE Corporation's stock will be acquired by means of a merger of NGE Corporation into Salgin Investments, Inc. with Salgin Investments, Inc. 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 s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the end of business March 31, 2002.

IN WITNESS WHEREOF, the parties have set their hands this 15th day of March, 2002.

ATTEST:


(Corporate Seal)

NGE Corporation
a Florida corporation

By:  /NG
President: Nicole Ginic

EFFECTIVE DATE
03-31-02

ATTEST:


(Corporate Seal)

SALGIN INVESTMENTS, INC.
a Florida corporation

By:  /NG
President: Nicole Ginic

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

Merger between NGE Corporation and Salgin Investments, Inc., (the "Surviving Corp.") and NGE Corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the 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 to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be delivered to Salgin Investments, Inc. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock. Inasmuch as the Shareholder of the Constituent Corporations is the same, payment for the shares of Disappearing Corp. will be reflected by the increase in book value of the shares of the Surviving Corp.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock shall be deemed to have been paid in full satisfaction of such shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. 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 Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., 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 thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be close of business March 31, 2002.

8. 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 before 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 s. 607.1103 of the Act.

9. 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.