

P970000014927



THE UNITED STATES
CORPORATION
COMPANY

FILED
DEC 19 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 642721 4300985

AUTHORIZATION :

Patricia Kyzar

COST LIMIT : \$ 122.50

ORDER DATE : December 19, 1997

ORDER TIME : 10:58 AM

ORDER NO. : 642721-005

700002377707-4

CUSTOMER NO: 4300985

CUSTOMER: Lucia Barcklow, Legal Asst
Hall Dickler Kent Friedman &
909 Third Avenue
27th Floor
New York, NY 10022-9998

Therger

ARTICLES OF MERGER

RDYOUNG CORP.

INTO

RD YOUNG CORP.

RECEIVED
97 DEC 19 PM 1:25
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Jon A. Bowling

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EXAMINED INITIALS:

P97000014927

ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

RD YOUNG CORP., a Florida corporation, P97000014927

File date: December 19, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

OF

RDYOUNG CORP.

AND

RD YOUNG CORP.

FILED
97 DEC 19 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE
STATE OF FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic 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 RDYoung Corp. with and into RD Young Corp.

2. The merger of RDYoung Corp. with and into RD Young Corp. is permitted by the laws of the jurisdiction of organization of RDYoung Corp. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of RDYoung Corp. was December 8, 1997.

3. The shareholders of RD Young Corp. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 8, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective date of the merger herein provided for in the State of Florida shall be the date upon filing of said Articles of Merger with the Florida Secretary of State.

Executed on December 12, 1997

RDYOUNG CORP.

BY: Richard D. Young
Richard D. Young President

RD YOUNG CORP.

BY: Richard D. Young
Richard D. Young, President

PLAN OF MERGER adopted for RDYoung Corp., a business organized under the laws of the State of New York, by resolution of its Board of Directors on December 8, 1997, and adopted for RD Young Corp., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 8, 1997. The names of the corporations planning to merge are RDYoung Corp., a business corporation organized under the laws of the State of New York, and RD Young Corp., a business corporation organized under the laws of the State of Florida. The name of the corporation into which RDYoung Corp. plans to merge is RD Young Corp.

1. RDYoung Corp. and RD Young Corp., shall, pursuant to the provision of the laws of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, RD Young Corp., which shall be the surviving corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of RDYoung Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger 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 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 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 non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. 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 jurisdictions of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed the provisions of the Florida Business Corporation Act, 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 New York and the State of Florida, and that they will cause to be performed 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, are 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.