



THE UNITED STATES  
CORPORATION  
COMPANY

P97000054337

ACCOUNT NO. : 072100000032

REFERENCE : 601265 4729453

AUTHORIZATION :

*Patricia P. [signature]*

COST LIMIT : \$ 35.00

*10.00*

*called 11/18*

ORDER DATE : November 14, 1997

ORDER TIME : 9:20 AM

ORDER NO. : 601265-005

CUSTOMER NO: 4729453

CUSTOMER: Chester Kosarek, Esq  
Kosarek & Keane  
11 Kiel Avenue

500002348675--1

Kinnelon, NJ 07405

ARTICLES OF MERGER

M.L. CHINDAMO, INC.

INTO

M.L. CHINDAMO, INC.

FILED  
97 NOV 17 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

*Merges*  
*[signature]*

RECEIVED  
97 NOV 17 AM 11:34  
TALLAHASSEE, FLORIDA

P97000054337

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

M.L. CHINDAMO, INC., a New Jersey corporation not qualified.

INTO

**M.L. CHINDAMO, INC.**, a Florida corporation, P97000054337.

File date: November 17, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

**ARTICLES of MERGER**

**Of**

**M.L. CHINDAMO, INC.**

**And**

**M.L. CHINDAMO, INC.**

**FILED**  
97 NOV 17 PM 2:37  
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 to hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof, is the Plan of Merger for merging **M.L. CHINDAMO, INC.**, a New Jersey Corporation, with and into **M.L. CHINDAMO, INC.**, a Florida Corporation.

2. The merger of **M.L. CHINDAMO, INC.** with and into **M.L. CHINDAMO, INC.** is permitted by the laws of the jurisdiction of organization of **M.L. CHINDAMO, INC.** and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of **M.L. CHINDAMO, INC.** was **June 19, 1997**.

3. The shareholders of **M.L. CHINDAMO, INC.** entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on **June 19, 1997** in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be **9:00 a.m. on June 19, 1997**.

Executed on June 19, 1997.

**M.L. CHINDAMO, INC.**

BY: Michael J. Chindamo  
**MICHAEL CHINDAMO, President**

**M.L. CHINDAMO, INC.**

BY: Michael J. Chindamo  
**MICHAEL CHINDAMO, President**

**CERTIFIED COPY OF**  
**COMBINED UNANIMOUS CONSENTS OF DIRECTOR AND SHAREHOLDER**  
**IN LIEU OF SPECIAL MEETING**  
**OF**  
**M.L. CHINDAMO, INC.**  
**(A New Jersey Corporation)**  
**AND**  
**M.L. CHINDAMO, INC.**  
**(A Florida Corporation)**

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The undersigned, being all of the shareholders and directors of **M.L. CHINDAMO, INC.**, a New Jersey Corporation, and **M.L. CHINDAMO, INC.**, a Florida Corporation, does take the following actions in lieu of special meetings pursuant to N.J.S.A. 14a:6-7(2) and N.J.S.A. 14A:5-6, and pursuant to the Florida Corporation Business Law.

It is hereby

**RESOLVED**, that the Plan and Agreement of Merger annexed hereto is adopted by the sole shareholder and director of each Corporation; and it is further

**RESOLVED**, that the Certificate of Merger hereto attached is adopted by each Corporation and that the appropriate corporate officers are empowered to execute and file same with the Secretary of State of the State of New Jersey; and it is further

**RESOLVED**, the corporate officers are empowered to take all actions and file all documents necessary to consummate the merger contemplated in the Agreement and Plan of Merger in any state or other jurisdiction.

Dated: June 19, 1997


**MICHAEL CHINDAMO, Sole Shareholder  
and Director of M.L. CHINDAMO, INC.**

Dated: June 19, 1997

**MICHAEL CHINDAMO, Sole Shareholder  
and Director of M.L. CHINDAMO, INC.**

I, Secretary of **M.L. CHINDAMO, INC.**, a New Jersey Corporation, and **M.L. CHINDAMO, INC.**, a Florida Corporation, certify that the foregoing resolution is a true and complete original of this Resolution.

Dated: June 19, 1997

  
\_\_\_\_\_, Secretary  
**M.L. CHINDAMO, INC.**,  
a New Jersey Corporation

and

**M.L. CHINDAMO, INC.**,  
a Florida Corporation

***PLAN of MERGER***

*of*

***M.L. CHINDAMO, INC.***  
***(A New Jersey Corporation)***

*And*

***M.L. CHINDAMO, INC.***  
***(A Florida Corporation)***

PLAN of MERGER adopted for M.L. CHINDAMO, INC., a business corporation organized under the laws of the State of New Jersey, resolution of its Board of Directors on June 19, 1997, and adopted for M.L. CHINDAMO, INC., a business corporation organized under the laws of the State of Florida, by unanimous consent of its Board of Directors on June 19, 1997.

The names of the corporations planning to merge are M.L. CHINDAMO, INC., a business corporation organized under the laws of the State of New Jersey, and M.L. CHINDAMO, INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which M.L. CHINDAMO, INC., a New Jersey Corporation, plans to merge is M.L. CHINDAMO, INC., a Florida Corporation.

1. M.L. CHINDAMO, INC., a New Jersey Corporation, and M.L. CHINDAMO, INC., a Florida Corporation, shall, pursuant to the provisions of the laws of the State of New Jersey and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, M.L. CHINDAMO, INC., a Florida Corporation, 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 the name M.L. CHINDAMO, INC. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of M.L. CHINDAMO, INC., a New Jersey Corporation, 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 (further) amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws 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 continue to be the members of the Board of Directors and the 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 by-laws 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 (1)** 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 (New Jersey), 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 for unanimous consent.

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 jurisdiction 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 by 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 Jersey** and of 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 the Plan of Merger or of the merger herein provided for.

**M.L. CHINDAMO, INC.,**  
a New Jersey Corporation

Dated: June 19, 1997

BY: Michael L. Chindamo  
**MICHAEL CHINDAMO, President**

**M.L. CHINDAMO, INC.,**  
a Florida Corporation

Dated: June 19, 1997

BY: Michael L. Chindamo  
**MICHAEL CHINDAMO, President**