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January 9, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/12/98--01088--020
*****70.00 *****70.00

Re: LIGHTING UNLIMITED CORP. (New York Corp.
LIGHTING UNLIMITED CREATIONS INC. (Florida Corp
SURVIVOR)

Enclosed herein please find the Articles of Mreger in
connection with the above listed Florida nad New York
corporations. The Florida corporaiton will survive the
merger. Please file the document and return to me a
stamped filed copy of the Articles in the enclosed Fed
Express envelope included for your convenience.

I have enclosed my firm's check in the amount of \$70.00,
\$35.00 for each corproation involved in the merger.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

EFFECTIVE DATE

1-31-98

Merger
LAK
1-15-98

FILED
98 JAN 12 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97000094046

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LIGHTING UNLIMITED CORP., a New York corporation (not qualified to transact business in Florida)

INTO

LIGHTING UNLIMITED CREATIONS INC., a Florida corporation,
P97000094046.

File date: January 12, 1998 , effective January 31, 1998

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE

1-31-98

ARTICLES OF MERGER

LIGHTING UNLIMITED CORP.
(A New York Corporation)

INTO

LIGHTING UNLIMITED CREATIONS INC.
(A Florida Corporation)

FILED
98 JAN 12 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.224 of the Business Corporation Law

The undersigned hereby certify:

1. The name of the surviving corporation is LIGHTING UNLIMITED CREATIONS INC., a Florida corporation.

2. The name of the corporation to be merged is LIGHTING UNLIMITED CORP., a New York corporation

3. There are no amendments or changes to be made to the certificate of incorporation of LIGHTING UNLIMITED CREATIONS INC.

4. (a) The designation, number, and voting rights of the outstanding shares of each class and series of LIGHTING UNLIMITED CORP..

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	200	Yes

(b) The designation, number, and voting rights of the outstanding shares of each class and series of LIGHTING UNLIMITED CREATIONS INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	200	Yes

5. The merger was authorized at a meeting of shareholders of each Corporation by vote of the holders of a majority of all outstanding shares entitled to vote.

6. The merger shall be effective as of the date of filing.

7. The surviving corporation was incorporated in Florida on October 31, 1997, under the name LIGHTING UNLIMITED CREATIONS INC.

8. The Certificate of Incorporation of the merged corporation, was filed with the New York Department of State on November 29, 1972, under the name of LIGHTING UNLIMITED CORP.

9. The surviving corporation agrees that it will promptly pay to the shareholders of the corporation to be merged the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law relating to the right of the shareholders to receive payment for their shares.

IN WITNESS WHEREOF, this certificate has been subscribed this day of January 1998 by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

LIGHTING UNLIMITED CORP.
(New York)

By: 
President - Leon Cohen


Secretary - Mitchell Cohen

LIGHTING UNLIMITED CREATIONS INC.
(Florida)

By: 
President - Leon Cohen


Secretary - Frank Bianculli

**PLAN
OF MERGER
OF
LIGHTING UNLIMITED CORP.
(a New York Corporation)
into
LIGHTING UNLIMITED CREATIONS, INC.
(a Florida Corporation)**

1. The name of the Corporation to be merged is Lighting Unlimited Corp., a New York Corporation ("LUC"). The name of the surviving Corporation is Lighting Unlimited Creations, Inc. a Florida corporation ("LUCI").

2. The designation and number of outstanding shares of LUC are Two hundred (200) common shares (no par value) each of which is entitled to one vote. There are two hundred (200) authorized, issued and outstanding. The number of shares of LUC is not subject to change prior to the effective date of the merger. The designation and number of outstanding shares of LUCI are two hundred (200) common shares, (no par value), each of which is entitled to one vote. There are two hundred (200) shares authorized issued and outstanding. The number of shares of LUCI is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the proposed merger are as follows:

(a) The manner and basis of converting the shares of LUC into shares of LUCI is as follows: without the surrender of stock certificates or any other action, each common share of LUC issued

and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be canceled.

(b) The directors and officers of LUCI on the effective date of the merger shall continue to be the directors and officers of LUCI.

(c) The bylaws of LUCI on the effective date of the merger shall continue to be the bylaws of LUCI.

(d) The effect of the merger shall be the effect described in Section 906 of the Business Corporation Law of the State of New York and Section 607.1106 of the Business Corporation Act of the State of Florida.

4. The merger shall be effective on January 31, 1998.