



THE UNITED STATES
CORPORATION
COMPANY

P97000098045

ACCOUNT NO. : 072100000032

REFERENCE : 368580 4301231

AUTHORIZATION

COST LIMIT : \$ 70

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP -9 PM 4: 21

FILED

ORDER DATE : September 8, 1999

ORDER TIME : 2:16 PM

ORDER NO. : 368580-010

800002983008--2

CUSTOMER NO: 4301231

merger

CUSTOMER: Jane Jablons, Esq
Kelley, Drye & Warren Llp
101 Park Avenue
30th Floor
New York, NY 10178

ARTICLES OF MERGER

LALIBRERIA.COM, INC.

INTO

LALIBRERIA.COM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

9/13/99

DEPARTMENT OF STATE
DIVISION OF OPERATIONS
TALLAHASSEE, FLORIDA

99 SEP 10 PM 12: 16

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

LALIBRERIA.COM, INC., a Florida corporation P97000098045
,

INTO

LALIBRERIA.COM, INC., a Delaware corporation not qualified in Florida.

File date: September 9, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED
99 SEP -9 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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Lalibreria.com, Inc.	Delaware
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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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Lalibreria.com, Inc.	Florida
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Third: The Plan and Agreement of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 31, 1999.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 31, 1999.

Seventh: Signatures for each Corporation

LALIBRERIA.COM, INC. (DELAWARE)

By: _____

Robert Pearl, President

LALIBRERIA.COM, INC. (FLORIDA)

By: _____

Robert Pearl, President

PLAN AND AGREEMENT OF MERGER

**SUBMITTED COMPLIANCE WITH SECTION 607.1101 F.S. AND SECTION 252 OF
THE DELAWARE GENERAL CORPORATION LAW**

THIS PLAN AND AGREEMENT OF MERGER dated as of July 31, 1999, is among Lalibreria.com, Inc., a Florida corporation ("***Lalibreria-Florida***") and Lalibreria.com, Inc., a Delaware corporation ("***Lalibreria-Delaware***"). Lalibreria-Florida and Lalibreria-Delaware are hereinafter collectively referred to as the "***Constituent Corporations***".

W I T N E S S E T H:

WHEREAS, Lalibreria-Florida is a corporation duly organized and existing under the laws of the State of Florida, having filed its Articles of Incorporation in the office of the Secretary of State of the State of Florida on November 18, 1997, and having an authorized capital stock of 7,500 shares of Common Stock, \$1.00 par value ("***Lalibreria-Florida Common Stock***"), of which 100 shares are issued and outstanding, and owned by Robert Pearl; and

WHEREAS, Lalibreria-Delaware is a corporation duly organized and existing under the laws of the State of Delaware, having filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on June 2, 1999 and having an authorized capital stock of 100,000 shares of Common Stock, \$.001 par value ("***Lalibreria-Delaware Common Stock***"), of which 36,000 shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their shareholders that Lalibreria-Florida be merged with and into Lalibreria-Delaware which shall be the surviving corporation as authorized by the statutes of the States of Florida and Delaware under and pursuant to the terms and conditions hereinafter set forth, and each such Board has duly approved this Plan and Agreement of Merger (the "***Agreement***");

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms of the merger provided by this Agreement (the "***Merger***"), the mode of carrying the same into effect, the manner and basis of surrendering and extinguishing the shares of Lalibreria-Florida Common Stock and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval or adoption of this Agreement by the requisite vote of the shareholders of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

ARTICLE I

Merger and Name of Surviving Corporation

At the Effective Time of the Merger, as hereinafter defined, Lalibreria-Florida shall be merged with and into Lalibreria-Delaware, and Lalibreria-Delaware is hereby also designated as the “**Surviving Corporation**”, which shall not be a new corporation, which shall continue its corporate existence as a Delaware corporation to be governed by the laws of the State of Delaware, which shall be named “Lalibreria.com, Inc.” and which shall maintain a registered office in the State of Delaware at 1013 Centre Road, Wilmington, Delaware 19805, care of Corporation Service Company.

ARTICLE II

Terms of Merger

The terms of the Merger are (in addition to those set forth elsewhere in this Agreement) as follows:

- (a) At the Effective Time of the Merger:
 - (1) The Constituent Corporations shall become a single corporation, which shall be Lalibreria-Delaware, the corporation designated herein as the Surviving Corporation which shall be named Lalibreria.com, Inc.
 - (2) The separate existence of Lalibreria-Florida shall cease.
 - (3) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to the duties and liabilities of a corporation organized under the General Corporation Law of the State of Delaware.
 - (4) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as of a private nature, of each Constituent Corporation; and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action, and all and every other interest, of or belonging to or due to each Constituent Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed.
 - (5) The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of each Constituent Corporation; and any claim existing or action or proceeding pending by or against either Constituent Corporation may be prosecuted as if the Merger had not taken

place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either Constituent Corporation shall be impaired by the Merger.

(b) At the Effective Time of the Merger, the Board of Directors, and the members thereof, of the Surviving Corporation shall be:

Robert Pearl
Stratford Sherman

to serve in accordance with the bylaws of the Surviving Corporation until their respective successor or successors shall have been duly elected and qualified.

(c) At the Effective Time of the Merger, the officers of the Surviving Corporation shall be:

<u>Name</u>	<u>Office</u>
Robert Pearl	President and Chief Executive Officer
Stratford Sherman	Chairman of the Board, Secretary and Treasurer

to serve in accordance with the bylaws of the Surviving Corporation until their respective successors shall have been duly elected and qualified.

ARTICLE III

Capitalization of Surviving Corporation and Surrender and Extinguishment of Shares

The total authorized capital stock of the Surviving Corporation shall be as set forth in the Certificate of Incorporation of the Surviving Corporation.

(a) The manner and basis of surrendering and extinguishing the shares of the Lalibreria-Florida Common Stock and the mode of carrying the Merger into effect are as follows:

- (1) Each share of Lalibreria-Florida Common Stock outstanding at the Effective Time of the Merger shall be converted into 140 shares of Lalibreria-Delaware Common Stock, without further action.
- (2) At the Effective Time of the Merger, all outstanding shares of Lalibreria-Florida Common Stock held as treasury shares will be surrendered and extinguished automatically without any action on the part of Lalibreria-Florida.

(b) At the Effective Time of the Merger, Lalibreria-Florida shall be deemed to have been merged into Lalibreria-Delaware, and Lalibreria-Delaware shall be the Surviving Corporation which shall be named "Lalibreria.com, Inc."

ARTICLE IV

Certificate of Incorporation and Bylaws

(a) The Certificate of Incorporation of the Surviving Corporation at the Effective Time of the Merger shall be and constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law.

(b) The bylaws of the Surviving Corporation as existing and constituted immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, be and constitute the bylaws of the Surviving Corporation until amended in the manner provided by law.

ARTICLE V

Other Provisions with Respect to the Merger

(a) This Agreement shall be submitted to the shareholders of each Constituent Corporation as provided by the applicable laws of the States of Florida and Delaware. As soon as practicable after the approval thereof by the shareholders of each Constituent Corporation in accordance with the requirements of the laws of the States of Florida and Delaware and the obtaining of all necessary regulatory approvals, if any, all required documents shall be executed, delivered, filed and recorded, and all required acts shall be done in order to accomplish the Merger under the provisions of the applicable statutes of the States of Florida and Delaware.

(b) This Agreement may be terminated at any time prior to the Effective Time of the Merger, whether before or after action thereon by the shareholders of the Constituent Corporations by mutual consent of the Constituent Corporations, expressed by action of their respective Board of Directors.

(c) The Surviving Corporation, from and after the Effective Time of the Merger, agrees that it may be sued and served with process in the State of Florida in any proceeding for the enforcement of any obligation of Lalibreria-Florida against the Surviving Corporation. The Surviving Corporation irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding in Florida.

ARTICLE VI

Approval and Effective Time of the Merger

The Merger shall become effective when the following actions shall have been taken:

(a) This Agreement shall be adopted and approved on behalf of each Constituent Corporation in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of Delaware (hereinafter collectively referred to as the "*Constituent Corporations' State Corporate Laws*"); and

(b) This Agreement as so adopted and approved, when certified, executed and acknowledged in accordance with the Constituent Corporations' State Corporate Laws, along with Articles of Merger, certified, executed and acknowledged in accordance with the Constituent Corporations' State Corporate Laws, shall be filed in the offices of the Secretary of State of each of the States of Florida and Delaware (the time and date on which the happening of the later of (i) this Agreement or a certificate in lieu hereof has been filed in the office of the Secretary of State of Delaware, and (ii) articles of merger setting forth this Agreement have been filed in the office of the Secretary of State of Florida, being herein referred to as the "*Effective Time of the Merger*").

ARTICLE VII

Miscellaneous Provisions

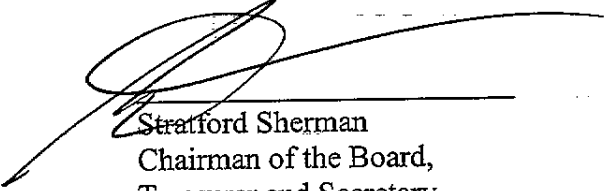
(a) If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or rights of Lalibreria-Florida acquired by or as a result of the Merger, the proper officers and directors of Lalibreria-Florida and the Surviving Corporation, respectively, shall be, and they hereby are, severally and fully authorized to execute and deliver such deeds, assignments and assurances in law and take such other action as may be necessary or proper in the name of Lalibreria-Florida or the Surviving Corporation to vest, perform or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Agreement.

(b) For the convenience of the parties, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

(c) This Agreement cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Agreement to be signed by its President and attested by its Vice President and Secretary pursuant to authorization contained in a resolution adopted by its Board of Directors approving this Agreement, all as of the date first above written.

ATTEST:

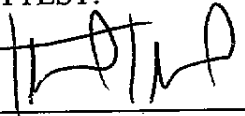

Stratford Sherman
Chairman of the Board,
Treasurer and Secretary

LALIBRERIA.COM, INC., a Delaware corporation

By: 

Robert Pearl, President and Chief Executive
Officer

ATTEST:


Robert Pearl
Secretary

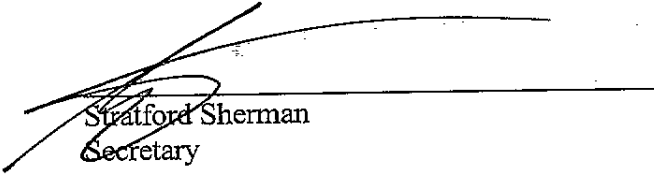
LALIBRERIA.COM, INC., a Florida corporation

By: 

Robert Pearl, President

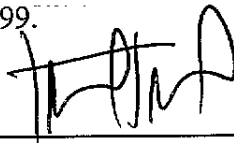
The undersigned, being the Secretary of Lalibreria.com, Inc. a Delaware corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: July 31, 1999


Stratford Sherman
Secretary

The undersigned, Robert Pearl, as Secretary of Lalibreria.com, Inc., a corporation of the State of Florida, hereby certifies that the foregoing Plan and Agreement of Merger was duly adopted by the vote of the holder of all of the outstanding shares of the capital stock of Lalibreria.com, Inc., and that said Plan and Agreement of Merger was thereby approved as the act of the sole shareholder of Lalibreria.com, Inc., and the duly approved agreement and act of said corporation.

WITNESS my hand on this 31 day of July, 1999.

A handwritten signature in black ink, appearing to be 'R. Pearl', written over a horizontal line.

Robert Pearl, Secretary