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Marvin Shulman & Inc.

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NEW FILINGS		AMENDMENTS	
Profit		Amendment	
NonProfit	Update	Resignation of R.A. Officer/Director	
Limited Liability	Update	Change of Registered Agent	
Domestication	Veri-fax	Dissolution/Withdrawal	
Other		Merger	
W.P. Verifier		Signature	

OTHER FILINGS		REGISTRATION/QUALIFICATION	
Annual Report		Foreign	
Fictitious Name		Limited Partnership	
Name Reservation		Reinstatement	
		Trademark	
		Other	

Ordered By: _____

Date: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

MARVIN SHULMAN, INC., a New York corporation not authorized to transact
business in Florida

,

INTO

MARVIN SHULMAN, INC., a Florida corporation, P97000100742.

File date: April 17, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
MARVIN SHULMAN, INC.
(a New York corporation)**

AND

**MARVIN SHULMAN, INC.
(a Florida corporation)**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. MARVIN SHULMAN, INC., a New York corporation (MS-NEW YORK), shall be merged with and into MARVIN SHULMAN, INC., a Florida corporation (MS-FLORIDA), which shall be the surviving corporation.

2. The merger shall become effective January 1, 1998, or on the day that both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of New York (the "Effective Time").

3. The Agreement and Plan of Merger dated January 1, 1998, pursuant to which MS-NEW YORK shall be merged with and into MS-FLORIDA (the "Merger"), was adopted by all of the Directors and Shareholders of MS-NEW YORK by written consent dated January 1, 1998, and by all of the Directors and Shareholders of MS-FLORIDA by written consent dated January 1, 1998.


IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of January 1, 1998.


**MARVIN SHULMAN, INC.,
a New York corporation**

By: 
MARVIN SHULMAN, President

Attest: 
MARVIN SHULMAN, Secretary

**MARVIN SHULMAN, INC.,
a Florida corporation**

By: 
MARVIN SHULMAN, President

Attest: 
MARVIN SHULMAN, Secretary

AGREEMENT AND PLAN OF MERGER

BETWEEN

MARVIN SHULMAN, INC.
(a New York corporation)

AND

MARVIN SHULMAN, INC.
(a Florida corporation)

Agreement and Plan of Merger dated January 1, 1998 between MARVIN SHULMAN, INC. ("MS - NEW YORK"), a New York corporation, and MARVIN SHULMAN, INC. ("MS - FLORIDA"), a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the New York General Corporation Law and the Florida Business Corporation Act, at the Effective Time, MS-NEW YORK shall be merged with and into MS-FLORIDA (the "Merger"), the separate and corporate existence of MS-NEW YORK shall cease, and MS-FLORIDA shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (MS-NEW YORK and MS-FLORIDA are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective on January 1, 1998, or on the day that both the Certificate of Merger has been filed by the Secretary of State of New York and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporation shall be vested in the Surviving Corporation without further act or deed. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

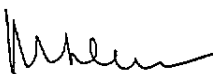
4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:


(a) Each issued and outstanding share of the capital stock of MS-NEW YORK shall be canceled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding share of capital stock of MS-FLORIDA shall remain issued and outstanding.

5. The Articles of Incorporation of MS-FLORIDA in effect immediately prior to the Effective Time shall remain in effect and shall be the Articles of Incorporation of the Surviving Corporation.

MARVIN SHULMAN, INC.,
a New York corporation

By: 
MARVIN SHULMAN, President

Attest: 
MARVIN SHULMAN, Secretary

MARVIN SHULMAN, INC.,
a Florida corporation

By: 
MARVIN SHULMAN, President

Attest: 
MARVIN SHULMAN, Secretary