

JUL. 6.1998

8:15AM

XL CORP & RESEARCH

10.334

P.177

6/22/98
1:10 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000011571.0))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: GRANDVILLE CORPORATION

AUDIT NUMBER.....H98000011571

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 JUL -6 AM 9:37
DIVISION OF CORPORATIONS

Merger
7-6-98
DC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GRANDVILLE CORPORATION, a New Jersey corporation not qualified to
transact business in the State of Florida

INTO

GRANDVILLE CORPORATION, a Florida corporation, P97000104550.

File date: July 6, 1998

Corporate Specialist: Darlene Connell

JUL -2.1998 2:45PM XL CORP & RESEARCH

NO.320 P.1/6

6/22/98
1:10 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000011571 0))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

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PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: GRANDVILLE CORPORATION

AUDIT NUMBER.....H98000011571

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CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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JUL. 2.1998 8:17AM XL CORP & RESEARCH

NO.268 P.1/6

6/22/98
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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

FAX #:

(212)431-5111

NAME: GRANDVILLE CORPORATION

AUDIT NUMBER.....H98000011571

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS...0

PAGES..... 3

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JUN.22.1998 12:26PM XL CORP & RESEARCH

NO.693 P.3/6

6/22/98
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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

FAX #:

(212)431-5111

NAME: GRANDVILLE CORPORATION

AUDIT NUMBER.....H98000011571

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

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98 JUN 22 PM 1:41

DIVISION OF CORPORATIONS

904)922-3709 06/22/88 14:25 Florida Department p1 /2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 22, 1998

GRANDVILLE CORPORATION
3508 NW 61ST CIRCLE
BOCA RATON, FL 33496

SUBJECT: GRANDVILLE CORPORATION
REF: P97000104550

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

The first paragraph under the plan of merger reference ARTICLES OF ORGANIZATION in two places, it should be ARTICLES OF INCORPORATION. Please correct your document accordingly.

JUL. 6.1998

8:16AM

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NO.334

P.3/7



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: H98000011571
Letter Number: 698A00034323

804)922-3709 07/02/98 16:27 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1998

GRANDVILLE CORPORATION
3508 NW 61ST CIRCLE
BOCA RATON, FL 33496

SUBJECT: GRANDVILLE CORPORATION
REF: P97000104550

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000011571
Letter Number: 598A00035998

H98000011571

ARTICLES OF MERGER
OF
GRANDVILLE CORPORATION
(A New Jersey Corporation)
AND
GRANDVILLE CORPORATION
(A Florida Corporation)
INTO
GRANDVILLE CORPORATION
(A Florida Corporation)

FILED
98 JUL -6 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1.) The names of the corporations which are parties to the merger are: GRANDVILLE CORPORATION, a New Jersey Corporation and GRANDVILLE CORPORATION, a Florida corporation, the surviving corporation is GRANDVILLE CORPORATION, a Florida corporation.
- 2.) Affixed hereto is the following Plan of Merger entitled: "Plan of Merger of GRANDVILLE CORPORATION into GRANDVILLE CORPORATION",
- 3.) The plan of merger was approved and adopted, by both corporations on December 11, 1997.
- 4.) The plan of merger is adopted by the corporation surviving the merger by action of its board of directors and without a vote of its shareholders.
- 5.) The plan of merger is adopted by the corporation merging out by action of its board of directors and without a vote of its shareholders.
- 6.) The manner and basis of converting the shares of each corporation is as follows: each share of the New Jersey Corporation was exchanged for one share of the Florida Corporation, with no other rights received on obligation.

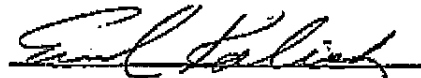
Dated and signed this 12th day of March, 1998.

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

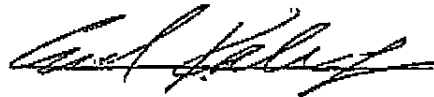
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H98000011571

GRANDVILLE CORPORATION
A New Jersey Corporation

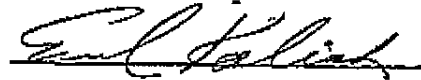


President

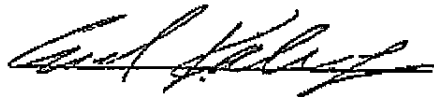


Secretary

GRANDVILLE CORPORATION
A Florida Corporation



President



Secretary

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

H98000011571

H98000011571

PLAN OF MERGER OF GRANDVILLE CORPORATION (NJ)
INTO

GRANDVILLE CORPORATION (FL)

FIRST: The name and jurisdiction of formation of each company that is to merge and for each company, the date when its initial articles of incorporation were filed with the Department of State, and for each company the date of filing of its original articles of incorporation and the date when its application for authority was filed by the Department of State or if no such application has been filed, a statement to such effect.

SECOND: The name of the surviving company is: GRANDVILLE CORPORATION (FL).

THIRD: The effective date is DECEMBER 11, 1997.


FOURTH: The surviving company may be served with process in FLORIDA in any action or special proceeding for the enforcement of any liability or obligation of any corporation previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Florida Corporation of Law entity.

FIFTH: Errol Kalish is designated as agent business entity, upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is: 3508 N.W. 61st Circle, Boca Raton, FL 33496.

SIXTH: The agreement of merger is on file at the place of business of the surviving company, GRANDVILLE CORPORATION (FL). The address of such company is: 1250 Powerline Road - Deerfield Beach, FL 33442.

SEVENTH: A copy of the agreement of merger will be furnished by surviving company on request and without cost to any person holding interest in any other business entity that is to merge.

IN WITNESS WHEREOF, this certificate has been subscribed this 30th day of December, 1997, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.


(signature)


(name and capacity of signer)

(signature)

(name and capacity of signer)

BlumbergExcelsior, Inc.
62 White St.
New York, NY 10013
800-221-2972

H98000011571