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CT CORPORATION SYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

M-S Cash Drawer Corporation

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$105.00

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
(Profit Corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
M-S Cash Drawer Corporation	CA	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
M-S Cash Drawer Texas Corp.	TX	N/A
M-S Cash Drawer Florida Corporation	FLA	P98000045988

Third: The Agreement and Plan of Merger ("Plan 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 November 16, 2005.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on November 16, 2005.

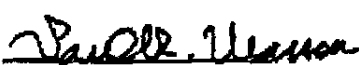


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Seventh: SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
M-S Cash Drawer Corporation		Paul R. Masson, President
M-S Cash Drawer Texas Corp.		Paul R. Masson, President
M-S Cash Drawer Florida Corporation		Paul R. Masson, President

AGREEMENT AND PLAN OF MERGER

MERGING

M-S CASH DRAWER FLORIDA CORPORATION
(a Florida corporation)

and

M-S CASH DRAWER TEXAS CORP.
(a Texas corporation)

INTO

M-S CASH DRAWER CORPORATION
(a California corporation)

The undersigned corporations, in accordance with Section 1101 of the California General Corporation Law Code (the "CGCL"), Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), and Article 5.01 of the Texas Business Corporation Act (the "TBCA"), hereby agree as follows:

ARTICLE ONE

The names of the corporations proposing to merge are (i) M-S Cash Drawer Florida Corporation, a Florida corporation ("M-S Florida"), (ii) M-S Cash Drawer Texas Corp., a Texas corporation ("M-S Texas") (M-S Florida and M-S Texas being sometimes referred to hereinafter as the "Merged Corporations"), and (ii) M-S Cash Drawer Corporation, a California corporation ("M-S California") (M-S California being sometimes referred to hereinafter as the "Successor Corporation"), all of which corporations do hereby agree to effect such merger upon the terms and conditions set forth herein (the "Merger").

ARTICLE TWO

The principal office of M-S Florida is located at 1902 N.W. 67th Place, Gainesville, Florida 32653. The principal office of M-S Texas is located at 4055 Corporate Drive, Suite 200, Grapevine, Texas 76051. The principal office of the Successor Corporation is located at 2085 East Foothill Boulevard, Pasadena, California 91107.

ARTICLE THREE

The Articles of Incorporation of the Successor Corporation immediately prior to the effective date of the Merger shall continue to be the Articles of Incorporation of the Successor Corporation immediately after the effective date of the Merger. No

amendments to the Articles of Incorporation of the Successor Corporation are to be effected as part of the Merger. The Successor Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

ARTICLE FOUR

Each of the Merged Corporations has one class of stock, of which 100% is owned by Paul R. Masson. The total number of shares of capital stock of all classes that the Successor Corporation has authority to issue is One Million (1,000,000) shares of stock, all of which are designated Common Stock, par value \$1.00 (One Dollar) per share. The Merger shall not change the total number of shares of capital stock that the Successor Corporation has authority to issue or the par value of its capital stock.

ARTICLE FIVE

Upon the effective date of the Merger, the stock of the Merged Corporations held by its stockholders shall be canceled without consideration and cease to exist and all interests, rights, privileges, powers and property of the Merged Corporations shall be transferred to, vested in and devolved upon the Successor Corporation. The issued stock of the Successor Corporation shall be unaffected by the Merger.

ARTICLE SIX

This Agreement and Plan of Merger was authorized, adopted, approved, certified, executed and acknowledged by the Successor Corporation on November 16, 2005 in the same manner as provided in Section 1101 of the CGCL, by M-S Texas on November 16, 2005 in the same manner as provided in Article 5.03 of the TBCA, and by M-S Florida on November 16, 2005 in the same manner as provided in Section 607.1103 of the FBCA.

ARTICLE SEVEN

The Plan of Merger is as follows:

1. Articles of Incorporation. The Articles of Incorporation of the Successor Corporation immediately prior to the effective date of the Merger shall continue in full force and effect after the effective date of the Merger as the Articles of Incorporation of the Successor Corporation.

2. Bylaws. The Bylaws of the Successor Corporation, as the same shall exist on the effective date of the Merger, shall remain and be the Bylaws of the Successor

Corporation after the effective date of the Merger, until the same shall be altered, amended, rescinded or repealed or until new Bylaws shall be adopted in accordance with the provisions hereof, the Articles of Incorporation of the Successor Corporation and the laws of the State of California.

3. Abandonment. At any time prior to the effective date of the Merger, this Agreement and Plan of Merger and the Merger specified herein may be terminated by the Board of Directors of the Successor Corporation or by the consent of the stockholders of the Merged Corporations.

4. Directors and Officers. The Board of Directors of the Successor Corporation immediately prior to the effective date of the Merger shall continue as the Board of Directors after the effective date of the Merger until the next Annual Meeting of Stockholders of the Successor Corporation or until their respective successors are elected and qualified. The number of Directors of the Successor Corporation shall continue to be one (1) and shall be the following person:

Paul R. Masson

The following officers of the Successor Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next annual meeting of the Board of Directors of the Successor Corporation, or until their respective successors are elected and qualified:

President, Secretary & Chief Financial Officer: Paul R. Masson

5. Assets and Liabilities.

A. The Merged Corporations shall cease to exist upon the effectiveness of the Merger, and all rights, privileges, powers, property (real, personal or mixed), franchises, registrations, permits and other assets and interests of every kind and description of the Merged Corporations shall be transferred to, vested in and devolved upon the Successor Corporation without further act or deed and shall be as effectively the property of the Successor Corporation as they were of the Merged Corporations; and the Merger shall otherwise have the legal effect prescribed by the laws of the States of California, Florida and Texas.

B. The earned surplus, if any, of the Successor Corporation shall be the combined earned surplus of the Successor Corporation and the Merged Corporations on such date, and the capital surplus, if any, of the Successor Corporation shall be the combined capital surplus of the Successor Corporation and the Merged Corporations on such date, subject to such adjustments as may be made in accordance with generally applicable accounting principles.

C. The assets and liabilities of the Successor Corporation shall be continued or taken up on the books of the Successor Corporation at the amounts at which they are recorded on the books of the Successor Corporation and the Merged Corporations, appropriately adjusted where deemed necessary to place them on a uniform basis.

D. The effective date of the Merger shall be the latest to occur of (i) the acceptance by the Office of the Secretary of State of the State of California of Officer's Certificates filed by the Successor Corporation and each of the Merged Corporations in connection with the Merger, (ii) the acceptance by the Office of the Secretary of the State of Florida of Articles of Merger filed by the Successor Corporation in connection with the Merger, and (iii) the acceptance by the Office of the Secretary of the State of the State of Texas of Articles of Merger filed by the Successor Corporation in connection with the Merger.

IN WITNESS WHEREOF, each of the entities that are party to the Merger has caused this Agreement and Plan of Merger to be executed in its name and on its behalf by its authorized representative specified below as of the 16th day of November, 2005.

M-S CASH DRAWER FLORIDA CORPORATION

By: Paul R. Masson
Paul R. Masson
President and Secretary

M-S CASH DRAWER TEXAS CORP.

By: Paul R. Masson
Paul R. Masson
President and Secretary

M-S CASH DRAWER CORPORATION

By: Paul R. Masson
Paul R. Masson
President and Secretary