

Division of Corporations

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P98000047411

## Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

## WORLD DISPLAY FIXTURES CORP.

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Merger DC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WORLD DISPLAY FIXTURES CORP., a New York corporation not qualified in  
the State of Florida

INTO

**WORLD DISPLAY FIXTURES CORP.**, a Florida corporation, P98000047411

File date: December 1, 1998

Corporate Specialist: Darlene Connell

FAX AUDIT NO. H98000022326 6

**ARTICLES OF MERGER  
OF  
WORLD DISPLAY FIXTURES CORP.  
(a New York Corporation)  
AND  
WORLD DISPLAY FIXTURES CORP.  
(a Florida Corporation)**

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

1. World Display Fixtures Corp., a New York corporation ("WDFC-New York") shall be merged with and into World Display Fixtures Corp., a Florida corporation ("WDFC-Florida"), which shall be the surviving corporation.

2. The merger shall be effective 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 with the Secretary of State of New York (the "Effective Time").

3. The Agreement of Plan of Merger dated July 23, 1998, pursuant to which WDFC-New York shall be merged with and into WDFC-Florida was adopted by all of the Shareholders of WDFC-New York by written consent dated July 23, 1998, and by all of the Shareholders of WDFC-Florida by written consent dated July 23, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of the 23 day of July, 1998.

WORLD DISPLAY FIXTURES CORP.,  
a New York corporation

By: 

Carmine E. Guastafeste, President

By: 

Edward A. Guastafeste, Secretary

PREPARED BY: Rana Gorzeck, Esq.  
100 N.E. 3 Ave.  
#1100  
Ft. Laud., FL  
(954) 462-3300  
Fla. Bar No. 353817

WORLD DISPLAY FIXTURES CORP.,  
a Florida corporation

By: 

Carmine E. Guastafeste, President

By: 

Edward A. Guastafeste, Secretary

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**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
WORLD DISPLAY FIXTURES CORP.  
(a New York corporation)  
AND  
WORLD DISPLAY FIXTURES CORP.  
(a Florida corporation)**

Agreement and Plan of Merger dated July 23, 1998, between World Display Fixtures Corp., a New York corporation ("WDFC-New York"), and World Display Fixtures Corp., a Florida corporation ("WDFC-Florida").

**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 Business Corporation Law and the Florida Business Corporation Act, at the Effective Time, WDFC-New York shall be merged with and into WDFC-Florida (the "Merger"), the separate and corporate existence of WDFC-New York shall cease, and WDFC-Florida shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (WDFC-New York and WDFC-Florida are collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective on the day that both a Certificate of Merger has been filed with the Secretary of State of New York and the Articles of Merger have been filed with 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 Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. 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 common stock of WDFC-New York shall be converted into one issued and outstanding share of the common stock of WDFC-Florida. At or after the Effective Time of the Merger, each holder of shares of common stock of WDFC-New

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York shall surrender them to WDFC-Florida in such manner as WDFC-Florida requires. On receipt of such certificates, WDFC-Florida shall issue in exchange therefor certificates for shares of common stock of WDFC-Florida representing the number of shares of common stock to which the holder is entitled as provided herein.

(b) Each issued and outstanding share of capital stock of WDFC-Florida shall remain issued and outstanding.

5. Tax Free Reorganization. For federal income tax purposes, the parties intend that the merger be treated as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), by reason of Section 368(a)(1)(A) of the Code.

6. The Articles of Incorporation of WDFC-Florida in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

WORLD DISPLAY FIXTURES CORP., a New York corporation

By: 

Carmine E. Guastafeste, President

Attested By: 

Edward A. Guastafeste, Secretary

WORLD DISPLAY FIXTURES CORP., a Florida corporation

By: 

Carmine E. Guastafeste, President

Attested By: 

Edward A. Guastafeste, Secretary

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**ACKNOWLEDGMENT**

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 23 day of July, 1998, by Carmine E. Guastafeste, as President of World Display Fixtures Corp., a New York corporation, on behalf of the corporation. He is personally known to me, ~~or has produced~~  
~~as identification and did take an oath.~~



Notary Public, State of Florida at Large

Print Name: RANA M. GORZECK

My Commission Expires:



RANA M GORZECK  
My Commission CC420754  
Expires Nov. 24, 1998  
Bonded by HAI  
800-422-1555

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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 23 day of July 1998, by Carmine E. Guastafeste, as President of World Display Fixtures Corp., a Florida corporation, on behalf of the corporation. He is personally known to me, ~~or has produced~~ as identification and did take an oath.

Rana M. Gorzeck  
Notary Public, State of Florida at Large  
Print Name: RANA M. GORZECK

My Commission Expires:



RANA M GORZECK  
My Commission CD420764  
Expires Nov. 24, 1998  
Bonded by HAI  
800-422-1555

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