

P98000051010

CORPORATION(S) NAME

GP Management Services, Inc. Merging into: Green-Pedersen, Inc.

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Merger

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-04/27/01--01038--021
*****70.00 *****70.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
01 APR 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name 4/1/01
Availability
Document
Examiner
Updater
Verifier
W.P. Verifier

4/27/01

Order#: 4178446

Ref#: _____

Amount: \$ _____

gjc

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
2001 APR 27 AM 11:13
NOT RETURNED
TO AGENCY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

GP MANAGEMENT SERVICES, INC., a Florida corporation P98000051010

INTO

GREENMAN-PEDERSEN, INC., a New York entity not qualified in Florida.

File date: April 27, 2001

Corporate Specialist: Annette Ramsey

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
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Name

Jurisdiction

Greenman-Pedersen, Inc.

New York

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

GP Management Services, Inc.

Florida

Third: The Agreement and 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 agreement and plan of merger was adopted by the board of directors of the surviving corporation on March 23, 2001 and shareholder approval was not required.

Sixth: The plan of merger was adopted by the board of directors of the merging corporation on March 23, 2001 and shareholder approval was not required.

IN WITNESS WHEREOF, this Articles of Merger has been signed on this 23rd day of March, 2001 and the statements contained therein are affirmed as true under penalties of perjury.

GREENMAN-PEDERSEN, INC., a New York corporation

By: 

Name: Steven B. Greenman

Title: CEO

GP MANAGEMENT SERVICES, INC., a Florida corporation

By: 

Name: Elinore Greenman

Title: President

**CERTIFICATE OF MERGER
OF
GP MANAGEMENT SERVICES, INC., A FLORIDA CORPORATION
INTO
GREENMAN-PEDERSEN, INC., A NEW YORK CORPORATION**

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Steven B. Greenman and Elinore Greenman being respectively the President of Greenman-Pedersen, Inc., a New York corporation, and the President of GP Management Services, Inc., a Florida corporation ("GP Management Services"), hereby certify that:

FIRST: (a) The name and state of formation of each of the constituent corporations which are to merge is as follows:

<u>Name</u>	<u>State of Incorporation</u>
GP Management Services, Inc.	Florida
Greenman-Pedersen, Inc.	New York;

(b) The name of the surviving corporation is Greenman-Pedersen, Inc., a New York corporation ("Greenman").

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name</u>	<u>Number and Designation of Shares in Each Class or Series Outstanding</u>	<u>Class or Series of Shares Entitled to Vote</u>
Greenman	11,310.638 shares of common stock	common stock
GP Management Services	1,000 shares of common stock	common stock

THIRD: The Certificate of Incorporation of Greenman, as in effect on the date of the merger, shall continue in full force and effect as the certificate of incorporation of the surviving corporation.

FOURTH: The date when the Certificate of Incorporation of Greenman was filed by the Department of State was February 9, 1920. The date when the Certificate of Incorporation of GP Management Services was filed with the Department of the State of Florida was June 8, 1998.

FIFTH: (a) The merger was adopted by Greenman by the unanimous written of the shareholders given in accordance with Section 615 of the Business Corporation Law.

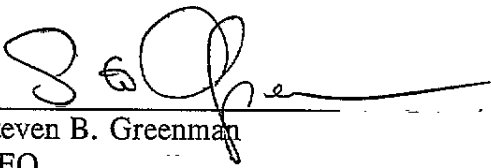
(b) GP Management Services has complied with the applicable provisions of the laws of the State of Florida in which it is incorporated and this merger is permitted by such laws and is in compliance therewith. The manner in which the merger was authorized with respect to said corporation was by the unanimous written consent of the board given in accordance with the applicable laws of the State of Florida.

SIXTH: The merger shall be effective on the 23rd day of March, 2001.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on
this 23rd day of March, 2001.

GREENMAN-PEDERSEN, INC., a New York corporation

By: 
Name: Steven B. Greenman
Title: CEO

GP MANAGEMENT SERVICES, INC., a Florida corporation

By: 
Name: Elinore Greenman
Title: President

**ACTION BY UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS
OF
GP MANAGEMENT SERVICES, INC.**

The undersigned, being all of the members of the Board of Directors of GP Management Services, Inc., a Florida corporation (the "Corporation"), do hereby adopt, approve, and ratify, pursuant to Section 607.0821 of the Business Corporation Act of the State of Florida, the following resolutions with the same force and effect as if the same had been adopted at a meeting of the Board of Directors duly called therefor:

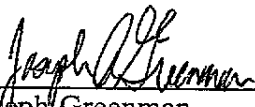
RESOLVED, that the Corporation is authorized and directed to enter into an Agreement and Plan of Merger (the "Merger Agreement") with Greenman-Pedersen Inc., a New York corporation and the parent corporation of the Corporation ("Greenman"), pursuant to which, among other things, the Corporation shall be merged with and into Greenman. The Merger Agreement will be in substantially the form attached hereto as Exhibit A, with such changes and amendments thereto as any of the officers of the Corporation executing the same may deem appropriate and in the best interests of the Corporation, such determination to be conclusively evidenced by the signature(s) of such officers thereto. Greenman shall be the surviving corporation. The officers and directors of Greenman shall be the officers and directors of the surviving corporation.

IT IS FURTHER RESOLVED, that the proper officers of the Corporation be, and hereby are, and each of them acting without the others hereby is, authorized, with the advice of counsel, to prepare and execute, in the name and on behalf of the Corporation, Articles of Merger as required by Section 607.1105 of the Business Corporation Act of the State of Florida and to file such Articles of Merger with the Secretary of State of the State of Florida; and it is

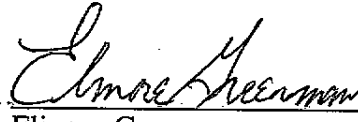
FURTHER RESOLVED, that the proper officers of the Corporation hereby are, and each of them with full authority to act without the others hereby is, authorized to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay such fees and expenses as in their or his judgment shall be necessary, proper or advisable in order fully to carry out the intent and to accomplish the purposes of the foregoing resolution, and the execution by any of such officers of any of such instruments or documents, or the doing by any of them of any act in connection with the merger shall conclusively establish their or his authority therefor from the Corporation and the approval and ratification by the Corporation of the instruments and documents so executed and the actions so taken.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the undersigned have executed this action by unanimous written consent as of this 23rd day of March, 2001.



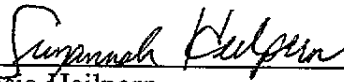
Joseph Greenman



Elinore Greenman



Peter Greenman



Susie Heilpern

EXHIBIT A

INSERT AGREEMENT AND PLAN OF MERGER HERE

**ACTION BY UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS
OF
GREENMAN-PEDERSEN, INC.**

The undersigned, being all of the members of the Board of Directors of Greenman-Pedersen, Inc., a New York corporation (the "Corporation"), do hereby adopt, approve, and ratify, pursuant to Section 708 of the Business Corporation Law of the State of New York, the following resolutions with the same force and effect as if the same had been adopted at a meeting of the Board of Directors duly called therefor:

RESOLVED, that the Corporation is authorized and directed to enter into an Agreement and Plan of Merger (the "Merger Agreement") with GP Management Services, Inc., a Florida corporation and wholly-owned subsidiary of the Corporation ("GP Management Services"), pursuant to which, among other things, GP Management Services shall be merged with and into the Corporation. The Merger Agreement will be in substantially the form attached hereto as Exhibit A, with such changes and amendments thereto as any of the officers of the Corporation executing the same may deem appropriate and in the best interests of the Corporation, such determination to be conclusively evidenced by the signature(s) of such officers thereto. The Corporation shall be the surviving corporation. The officers and directors of the Corporation shall be the officers and directors of the surviving corporation.

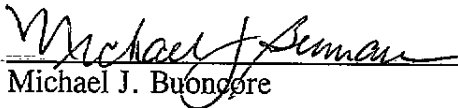
IT IS FURTHER RESOLVED, that the proper officers of the Corporation be, and hereby are, and each of them acting without the others hereby is, authorized, with the advice of counsel, to prepare and execute, in the name and on behalf of the Corporation, Certificate of Merger as required by Section 904 of the Business Corporation Law of the State of New York and to file such Certificate of Merger with the Secretary of State of the State of New York; and it is

FURTHER RESOLVED, that the proper officers of the Corporation hereby are, and each of them with full authority to act without the others hereby is, authorized to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay such fees and expenses as in their or his judgment shall be necessary, proper or advisable in order fully to carry out the intent and to accomplish the purposes of the foregoing resolution, and the execution by any of such officers of any of such instruments or documents, or the doing by any of them of any act in connection with the merger shall conclusively establish their or his authority therefor from the Corporation and the approval and ratification by the Corporation of the instruments and documents so executed and the actions so taken.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the undersigned have executed this action by unanimous written consent as of this 23rd day of March, 2001.


Steven B. Greenman


Michael J. Buongore

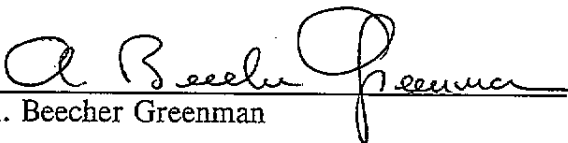

A. Beecher Greenman

EXHIBIT A

INSERT AGREEMENT AND PLAN OF MERGER HERE

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 23rd day of March, 2001 (this "Agreement"), pursuant to Section 904 of the New York Business Corporation Law and Section 607.1104 of the Florida Business Corporation Act, between Greenman-Pedersen, Inc., a New York corporation ("Greenman") and GP Management Services, Inc., a Florida corporation ("GP Management Services").

WITNESSETH that:

WHEREAS, GP Management Services is a wholly-owned subsidiary of Greenman; and

WHEREAS, each of the respective corporations desire to merge.

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said Merger (as defined herein) and mode of carrying the same into effect as follows:

FIRST: GP Management Services shall be merged (the "Merger") into Greenman, which shall be the surviving corporation (the "Surviving Corporation") upon the filing with the Secretary of State of the State of New York of a Certificate of Merger meeting the requirements of Section 904 of the New York Business Corporation Law and upon the filing with the Secretary of State of the State of Florida of Articles of Merger meeting the requirements of Section 607.1104 of the Florida Business Corporation Act (both filings shall collectively be referred to herein as the "Filing").

SECOND: The certificate of incorporation and bylaws of Greenman, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the certificate of incorporation and bylaws of the Surviving Corporation.

THIRD: The directors and officers of Greenman shall continue to serve in such capacities until their successors shall have been appointed and qualified.

FOURTH: Upon the Filing, all rights, title, and interests in all the property, whether tangible or intangible, and other assets of every kind and description of GP Management Services shall be transferred to, vested in, and devolve upon Greenman without further act or deed and all property (whether tangible or intangible), including the goodwill of the business represented and symbolized by any of the intangible property, rights, and every other interest of any kind of GP Management Services shall be as effectively that of Greenman. GP Management Services hereby agrees from time to time, as and when requested by Greenman or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Greenman deems necessary or desirable in order to vest in and confirm to Greenman title to and possession of any property, tangible or intangible, of GP Management Services acquired or to be acquired by reason of or as a result of the Merger herein provided for, and otherwise to carry out the interest and purposes hereof and the directors of

GP Management Services and the proper officers and directors of Greenman are fully authorized in the name of GP Management Services or otherwise to take any and all such action.

FIFTH: The designation and number of outstanding shares of each class of each corporation to be merged and the number of such shares of each class, if any, owned by the Surviving Corporation is as follows:

<u>Name</u>	<u>Class of Shares</u>	<u>No. Outstanding</u>	<u>No. Owned By Surviving Corporation</u>
GP Management Services	Common	1,000	All
Greenman	Common	11,310.638	All

SIXTH: Upon the Filing, each share of common stock of GP Management Services, which shall be issued and outstanding shall be cancelled.

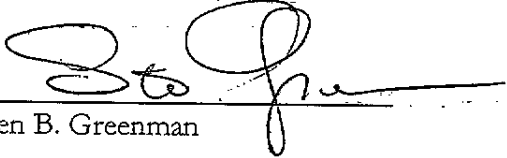
SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the directors of GP Management Services or Greenman at any time prior to the Filing.

EIGHTH: This Agreement shall constitute a plan of liquidation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Agreement to be executed by an authorized officer of each party hereto as the respective act, deed and agreement of each of said corporations, as of the 23rd day of March, 2001.

GREENMAN-PEDERSEN, INC.

By: 
Name: Steven B. Greenman
Title: CEO

GP MANAGEMENT SERVICES, INC.

By: 
Name: Elinore Greenman
Title: President