

P98000052324

SULLIVAN OLIVERIO & GIOIA LLP

ATTORNEYS AT LAW

600 MAIN PLACE TOWER

BUFFALO, NEW YORK 14202-3706

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -8 PM 2:47

February 20, 2002

700004991047--7
-02/22/02--01045--015
*****70.00 *****70.00

Florida Department of State
Division of Corporations
Corporate Filings
409 East Gains Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Merger of South Ranch, Inc. into SRI2 Inc.

700004991047--7
-02/22/02--01045--016
*****8.75 *****8.75

Ladies and Gentlemen:

I am enclosing herewith for filing the Articles of Merger of South Ranch, Inc., a Florida corporation, into SRI2 Inc., a New York corporation, and two checks, one in the amount of \$70.00 in payment of the filing fees for the Articles of Merger and another in the amount of \$8.75 in payment of the fees for a certified copy of the filed Articles. Please return the certified copy of the filed Articles to me in the enclosed pre-addressed stamped envelope.

Thank you for your cooperation.

Sincerely,

B.P. Oliverio

BPO/cak
Enc.

merger

Bpo/southran/florida-2.0219

V SHEPARD MAR 13 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTH RANCH, INC., a Florida corporation, P98000052324

INTO

SR12 INC.. a New York entity not qualified in Florida

File date: March 8, 2002

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 28, 2002

B.P. OLIVERIO
600 MAIN PLACE TOWER
BUFFALO, NY 14202-3706

SUBJECT: SOUTH RANCH, INC.
Ref. Number: P98000052324

We have received your document for SOUTH RANCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 102A00012264

Rec'd 2/8

SULLIVAN OLIVERIO & GIOIA LLP

ATTORNEYS AT LAW

600 MAIN PLACE TOWER

BUFFALO, NEW YORK 14202-3706

(716) 854-5300

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March 7, 2002

Florida Department of State
Division of Corporations
Corporate Filings
409 East Gains Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Attn: Velma Shepard, Corporate Specialist

**Re: Merger of South Ranch, Inc. into SRI2 Inc.
Letter No. 102A00112264**

Dear Ms. Shepard:

I am enclosing herewith:

1. My letter to you of February 20, 2002 submitting Articles of Merger of South Ranch, Inc., a Florida corporation, into SRI2 Inc., a New York corporation;
2. Your letter to my of February 28, 2002 returning the Articles of Merger for revision;
3. An original copy of the revised Articles of Merger; and
4. A photocopy of the revised Articles of Merger.

I understand that you have retained our checks in payment of the filing fees and in payment of the fee for a certified copy of the filed Articles.

Please file the Articles on Wednesday, March 13, 2002 and return the certified copy of the filed Articles to me by Federal Express using the prepaid bill of lading which I also enclose. Thank you for your assistance.

Very truly yours,

BLO Oliverio

BPO/cak
Enc.
Bpo/southran/florida-2.0307

RECEIVED
02 MAR -8 AM 10:35
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
OF
SOUTH RANCH, INC.,
A FLORIDA CORPORATION,
INTO
SRI2 INC.,
A NEW YORK CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -8 PM 2:47

Pursuant to the Florida Business Corporation Law

WE, THE UNDERSIGNED, being the President and Secretary of South Ranch, Inc., a Florida corporation, and the President and Secretary of SRI2 Inc., a New York corporation, respectively hereby certify:

1. The attached Plan of Merger (the "Plan of Merger") of South Ranch, Inc. into SRI2 Inc., which is hereby made a part hereof as if fully set forth herein, is a true and correct copy of the Plan of Merger adopted by the board of directors of each of the constituent corporations by unanimous written approval on March 6, 2002.
2. Also on March 6, 2002 following adoption by the respective boards of directors of each merging company, the Plan of Merger was adopted and by unanimous written approval by the holders of all of the outstanding shares entitled to vote of each constituent corporation and all other requisite corporate action with respect to the Plan of Merger has been taken. A complete copy of the executed Plan of Merger is on file at the offices of the surviving corporation at 4500 Witmer Road, Niagara Falls, New York 14305. A copy of the Plan of Merger will be forwarded by the surviving corporation on request, without charge to any stockholder of either corporation that is a party to the merger.
3. The Certificate of Incorporation of South Ranch, Inc. was filed by the Florida Secretary of State on June 11, 1998 (P98000052324). The Certificate of Incorporation of SRI2 Inc was filed by the New York Department of State on January 17, 2002.

4. The Secretary of State of the State of Florida is appointed agent of the surviving corporation in any proceeding for the enforcement of any obligation, or the rights of dissenting shareholders, of South Ranch, Inc. The address to which the Secretary shall mail a copy of any such service is 4500 Witmer Road, Niagara Falls, New York 14305.
5. The surviving corporation will promptly pay to the dissenting shareholders of South Ranch, Inc. the amount, if any, to which they shall be entitled under the provisions of Section 1302 of the Florida Business Corporations Act.

IN WITNESS WHEREOF, these Articles have been signed and affirmed to be true under penalty of perjury this 6th day of March, 2002.

SOUTH RANCH, INC.
By: Thomas E. Kopolinski
Thomas E. Kopolinski, President

SOUTH RANCH, INC.
By: N. A. Quarantillo
Nicholas A. Quarantillo, Secretary

SRI2 INC.
By: Thomas E. Kopolinski
Thomas E. Kopolinski, President

SRI2 INC.
By: N. A. Quarantillo
Nicholas A. Quarantillo, Secretary

State of New York)
County of Erie) ss.:

On the 6th day of March, in the year 2002, before me, the undersigned, a notary public in and for said state, personally appeared Thomas E. Kopolinski personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose names is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures the individuals executed the instrument.

Notary Public

BILLY P. OLIVERIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 03/31/2002

State of New York)
County of Erie) ss.:

On the 6th day of March, in the year 2002, before me, the undersigned, a notary public in and for said state, personally appeared Nicholas A. Quarantillo personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose names is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures the individuals executed the instrument.

Notary Public

BILLY P. OLIVERIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 03/31/2002

State of New York)
County of Erie) ss.:

On the 6th day of March, in the year 2002, before me, the undersigned, a notary public in and for said state, personally appeared Thomas E. Kopolinski personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose names is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures the individuals executed the instrument.

Notary Public

BILLY P. OLIVERIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 03/31/2002

State of New York)
County of Erie) ss.:

On the 6th day of March, in the year 2002, before me, the undersigned, a notary public in and for said state, personally appeared Nicholas A. Quarantillo personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose names is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures the individuals executed the instrument.

Notary Public

BILLY P. OLIVERIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 03/31/2002

BPO/southranc/articles of Merger

**PLAN OF MERGER
OF
SOUTH RANCH, INC.,
A FLORIDA CORPORATION,
INTO
SRI2 INC.,
A NEW YORK CORPORATION**

This Plan of Merger is made by and between South Ranch, Inc., a Florida Corporation (the "Florida Corporation"), and SRI2 Inc., a New York Corporation (the "New York Corporation") (the Florida Corporation and the New York Corporation, collectively, the "Constituent Corporations"). The New York Corporation shall be the surviving corporation.

1. The Florida Corporation has Two Hundred (200) authorized shares of common stock without par value of which sixty (60) shares are issued and outstanding and the New York Corporation has two hundred (200) authorized shares of common stock without par value of which sixty (60) shares are issued and outstanding.

2. The Certificate of Incorporation of New York Corporation shall be amended immediately after the merger to change its name to "South Ranch, Inc."

3. The officers and directors of the New York Corporation shall be the officers and directors of the surviving corporation, with such powers and duties existing immediately prior to the merger.

4. The shares of the Constituent Corporations shall be automatically and simultaneously converted into shares of the surviving corporation in the following manner:

- (a) Each share of authorized common stock of Florida Corporation shall be cancelled.
- (b) Each share of authorized common stock of New York Corporation shall be unchanged.

5. The separate existence of Florida Corporation (except to the extent continued by statutes) and all of its property, rights, privileges and franchises, of whatever nature and description,

shall be transferred to, vested in and devolve upon the surviving corporation, without further act or deed.

6. This Plan and Agreement of Merger shall be approved by the respective boards of directors and shareholders of each Constituent Corporation in accordance with the provisions of the applicable laws of the states of Florida and New York.

7. The Constituent Corporations shall take such other steps and perform such other acts as may be necessary or desirable in order to effectuate the merger.