

JUL 8 1998 10:33AM

7/06/98  
11:40 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000012420 9))

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: CRISCIONE LICENSING, INC.

AUDIT NUMBER.....H98000012420

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

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ENTER SELECTION AND <CR>:

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DIVISION OF CORPORATIONS

*Merger*  
*7/8/98*  
*DC*

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

CRISCIONE LICENSING, INC., a New York corporation not authorized to  
transact business in the State of Florida

INTO

**CRISCIONE LICENSING, INC.,** a Florida corporation, P98000053205.

File date: July 8, 1998

Corporate Specialist: Darlene Connell

JUL 7 1998 9:24AM XL CORP & RESEARCH

NO.416 P.1/10

7/06/98  
11:40 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
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((H98000012420 9))

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: CRISCIONE LICENSING, INC.

AUDIT NUMBER.....H98000012420

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

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JUL 6 1998 10:56AM XL CORP & RESEARCH

NO.353 P.5/8

7/06/98  
11:40 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
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((H98000012420 9)))

TO: DIVISION OF CORPORATIONS  
(850) 922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

(212) 431-5111

FAX #:

NAME: CRISCIONE LICENSING, INC.

AUDIT NUMBER.....H98000012420

DOC TYPE.....MERGER OR SHARE EXCHANGE

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ENTER SELECTION AND <CR>:



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 7, 1998

CRISCIONE LICENSING, INC.  
4435 OLD WINTER GARDEN ROAD  
ORLANDO, FL 32802

SUBJECT: CRISCIONE LICENSING, INC.  
REF: P98000053205

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.

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. #: H98000012420  
Letter Number: 698A00036235

9041922-3709 07/07/98 15:50 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 7, 1998

CRISCIONE LICENSING, INC.  
4435 OLD WINTER GARDEN ROAD  
ORLANDO, FL 32802

SUBJECT: CRISCIONE LICENSING, INC.  
REF: F98000053205

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.

EXAMPLE: The plan of merger was approved and adopted, by both corporations on June 6, 1998. The plan of merger is adopted by the shareholders of both the merging and surviving corporation.

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. #: E98000012420  
Letter Number: 298A00036421

JUL 8 1998 10:04AM

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H98000012420

NO. 514

FILED  
98 JUL -8 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

Criscione Licensing, Inc.  
(a New York Corporation)

AND

Criscione Licensing, Inc.  
(a Florida Corporation)

1. The names of the corporations which are parties to the merger are Criscione Licensing, Inc., a New York corporation to be merged. And Criscione Licensing, Inc., a Florida corporation surviving
2. The merger was approved by shareholders on June 6, 1998
3. Affixed hereto is the following:  
Plan of Merger entitled "Plan of Merger"
- 4.) The plan of merger was approved and adopted, by both corporations on June 6, 1998.  
The plan of merger is adopted by the shareholders of both the merging and surviving corporations.

Dated and signed this 30th day of June , 1998.

Corp: Criscione Licensing, Inc.  
a Florida corporation

Criscione Licensing, Inc.  
a New York corporation.

*Joanie Cooper*  
Joanie Cooper  
President

*Joanie Cooper*  
Joanie Cooper  
Secretary

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

H98000012420

JUL 8 1998 10:04AM  
08/30/98 14:09

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NO.511

P.5/122003

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## PLAN OF MERGER

- First:** Criscione Licensing, Inc., a corporation organized under the laws of the State of Florida, (hereinafter called "Surviving corporation") shall merge with and into itself and assume the liabilities and obligations of the following corporation (hereinafter called "Merging corporation") Criscione Licensing, Inc. a New York corporation.
- Second:** On the effective date of the merger all of the issued and outstanding shares of the above-referenced Merging corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.
- Third:** The Articles of Incorporation of the Surviving corporation shall be the Articles of Incorporation of the corporation surviving the merger.
- Fourth:** The bylaws of the Surviving corporation shall be the bylaws of the corporation surviving the merger.
- Fifth:** The directors and offices of the Surviving corporation shall be the directors and officers of the corporation surviving the merger shall service until their successors are selected.
- Sixth:** The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary proper to effect merger.

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

H98000012420



JUL 8 1998 10:05AM  
08/30/98 14:08

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NO.511


P.6/120004

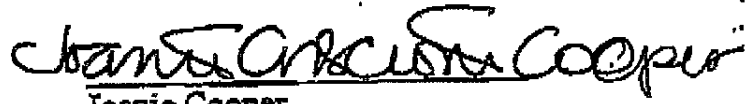
H98000012420

Dated: June 6, 1998

Corp: Criscione Licensing, Inc.  
a Florida corporation

Criscione Licensing, Inc.  
a New York corporation.

  
Joanie Cooper  
President

  
Joanie Cooper  
Secretary

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

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