



THE UNITED STATES
CORPORATION
COMPANY

PR8000066331

ACCOUNT NO. : 072100000032

REFERENCE : 908051 4322953

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : July 28, 1998

ORDER TIME : 12:56 PM

ORDER NO. : 908051-005

CUSTOMER NO: 4322953

300002602033--G

CUSTOMER: Eric Solowey, Esq
Rubin And Rudman Llc
50 Rowes Wharf

Boston, MA 02110

ARTICLES OF MERGER

CLAUDE GUIDI, INC.

INTO

CLAUDE GUIDI, INC.

FILED
98 JUL 31 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
98 JUL 29 PM 3:25
DIVISION OF CORPORATION

merger

Jul 7/31

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CLAUDE GUIDI, INC., a New York corporation

INTO

CLAUDE GUIDI, INC., a Florida corporation, P98000066331.

File date: July 31, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 30, 1998

CSC
DEBORAH
TALLAHASSEE, FL

SUBJECT: CLAUDE GUIDI, INC.
Ref. Number: P98000066331

We have received your document for CLAUDE GUIDI, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The date of adoption of the merger in the document is July 31, 1998. Please correct the date accordingly or return the document after that date.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00040025

ARTICLES OF MERGER OF

CLAUDE GUIDI, INC.
(a New York corporation)

AND

CLAUDE GUIDI, INC.
(a Florida corporation)

FILED
98 JUL 31 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Claude Guidi, Inc., a New York corporation, with and into Claude Guidi, Inc., a Florida corporation.
2. The merger of Claude Guidi, Inc., a New York corporation, with and into Claude Guidi, Inc., a Florida corporation, is permitted by the laws of the jurisdiction of organization of said New York corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Claude Guidi, Inc., the New York corporation, was July 31, 1998.
3. The shareholders of Claude Guidi, Inc., a Florida corporation, entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on July 31, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on July 31, 1998.

Executed on July 31, 1998.

CLAUDE GUIDI, INC.
a New York corporation

By: 

Joseph Bonanno, Vice President

CLAUDE GUIDI, INC.
a Florida corporation

By: 

Joseph Bonanno, Vice President

PLAN OF MERGER adopted on July 31, 1998 by Claude Guidi, Inc., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted to be effective as of July 31, 1998 by Claude Guidi, Inc., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. The participating corporations, Claude Guidi, Inc. and Claude Guidi, Inc., shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, Claude Guidi, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of Claude Guidi, Inc., a New York Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

The name under which the surviving corporation was formed is: Claude Guidi, Inc.

2. The number of outstanding shares of the terminating corporation is 15,000 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

3. The certificate of incorporation of the surviving corporation as of the effective date of the merger shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the laws of the jurisdiction of its incorporation.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be surrendered for cancellation and no shares of the surviving corporation shall be issued in respect thereof. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the terminating corporation, and the Plan of Merger herein made and adopted shall be submitted to

the shareholders of the surviving corporation for their adoption or rejection in the manner prescribed by the provisions of the laws of the jurisdiction of incorporation of the surviving corporation.

8. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the terminating corporation, and in the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The effective date in the States of New York and Florida of the merger herein provided for shall be July 31, 1998 at the close of business.