

P99000013678

MARKS AND MARKS, L.L.C.
ATTORNEYS AT LAW

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March 8, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/15/99--01145--005
*****70.00 *****70.00

Re: Articles of Merger of T-Text International,
Inc. into T-Text International, Inc.

Dear Sirs:

Please find submitted hereunder, for filing, Articles of Merger of T-Text International, Inc., a New York corporation, into T-Text International, Inc., a Florida corporation, dated February 26, 1999, which has been signed by the President of each of such Corporations.

Please find submitted hereunder a Check (No. 2496), dated March 8, 1999, of Marks and Marks, L.L.C., Attorneys-at-Law, which is payable to the order of the Florida Department of State in the sum of \$70. Such Check represents payment of the fee charged by your Office for filing the enclosed Articles.

After the enclosed Articles have been filed by your Office, please evidence such filing upon the enclosed copy of the Articles. Thereafter, please forward the "filed-stamped" copy of the Articles, together with the Filing Receipt therefor, to the undersigned in the self-addressed, stamped envelope provided.

Thank you for giving this request your attention.

Very truly yours,

Roger Marks

Merger
3-23-99
RM

RM:gf
Encs.

FILED
99 MAR 15 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

T-TEX INTERNATIONAL, INC. a non qualified New York corporation

INTO

T-TEX INTERNATIONAL, INC., a Florida corporation, P99000013678.

File date: March 15, 1999

Corporate Specialist: Doug Spitler

FILED

ARTICLES OF MERGER
OF
T-TEX INTERNATIONAL, INC.
INTO
T-TEX INTERNATIONAL, INC.

99 MAR 15 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of T-Tex International, Inc., a Florida corporation, and the being the President of T-Tex International, Inc., a New York corporation, respectively, do hereby certify and file these Articles of Merger in the Office of the Department of State of the State of Florida pursuant to the Business Corporation Act of the State of Florida:

FIRST: The Board of Directors and the owner and holder of all of the shares of the issued and outstanding stock of T-TEX INTERNATIONAL, INC, a Florida corporation (sometimes hereinafter referred to as the "surviving corporation"), adopted and approved the following Plan of Merger on February 24, 1999, in accordance with the provisions of the Business Corporation Act of the State of Florida, and the Board of Directors and the owners and holders of all of the shares of the issued and outstanding stock of T-TEX INTERNATIONAL, INC., a New York corporation (sometimes hereinafter referred to as the "terminating corporation"), adopted and approved the following Plan of Merger on February 24, 1999, in accordance with the provisions of the Business Corporation Law of the State of New York:

PLAN OF MERGER approved by T-TEX INTERNATIONAL, INC., a Florida corporation, by resolution adopted by its Board of Directors on said date, and approved on February 24, 1999 by T-TEX INTERNATIONAL, INC., a New York corporation, by resolution adopted by its Board of Directors on said date.

1. T-Tex International, Inc., a Florida corporation, and T-Tex International, Inc., a New York corporation, shall, pursuant to the Business Corporation Act of the State of Florida and the Business Corporation Law of the State of New York, be merged with and into a single corporation, to wit, T-Tex International, Inc., a Florida corporation, which shall be the surviving corporation on 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 the name T-Tex International, Inc., pursuant to the Business Corporation Act of the State of Florida. The separate existence of T-Tex International, 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 Business Corporation Law of the State of New York.

2. The Articles of Incorporation of the surviving corporation on the effective date of the merger shall be the Articles of Incorporation of the surviving corporation and shall continue in full force and effect until amended or changed in the manner prescribed by the Business Corporation Act of the State of Florida.

3. The by-laws of the surviving corporation on the effective date of the merger shall be the by-laws of the surviving corporation and shall continue in full force and effect until amended or changed as therein provided and in the manner prescribed by the Business Corporation Act of the State of Florida.

4. The directors and officers of the surviving corporation in office on the effective date of the merger

shall be the members of the Board of Directors and the 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.

5. Each issued and outstanding share of the common stock of the terminating corporation shall, upon the effective date of the merger, be converted into one (1) share of the common stock of the surviving corporation. The issued and outstanding shares of the common stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding on the effective date of the merger shall continue to represent one (1) issued and outstanding share of the common stock of the surviving corporation.

6. This Plan of Merger shall be submitted to the shareholder of the surviving corporation for its adoption or rejection in the manner prescribed by the Business Corporation Act of the State of Florida, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Business Corporation Law of the State of New York.


7. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the Business Corporation Act of the State of Florida and the Business Corporation Law of the State of New York, the surviving corporation and the terminating corporation hereby stipulate that they will cause to be executed, acknowledged and filed or recorded any documents, instruments and certificates prescribed by the laws of the State of Florida and the State of New York, respectively, and that they will cause to be performed all necessary acts to effectuate the merger.

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

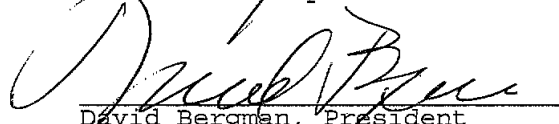
9. The merger herein provided for shall be effective upon the filing of Articles of Merger with the Office of the Department of State of the State of Florida and the filing of a Certificate of Merger with Office of the Department of State of the State of New York.

SECOND: The merger of the terminating corporation with and into the surviving corporation herein provided for is permitted by the laws of the State of New York, the jurisdiction of the terminating corporation's incorporation, and the merger was duly authorized and approved in compliance with the Business Corporation Law of the State of New York by the Board of Directors of the terminating corporation and by the owners and holders of all issued and outstanding shares of the stock of the terminating corporation.

IN WITNESS WHEREOF, the undersigned have made, signed and certified these Articles of Merger on this 26th day of February, 1999.



David Bergman, President
of T-TeX International, Inc.,
a New York corporation



David Bergman, President
of T-TeX International, Inc.,
a Florida corporation