

LAW OFFICES OF

WIESNER ASSOCIATES

CHARTERED

IRA STEWART WIESNER

1800 SECOND STREET
SUITE 870
SARASOTA, FLORIDA 34236

FAX ONLY (941) 365-4479
E-MAIL: wiesnerlaw@aol.com

PHONE (941) 365-9900

1226.500

REPLY TO FILE:

May 13, 1999

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

400002877934--2
-05/18/99--01005--002
****105.00 ****105.00

Re: Ronco Enterprises International, Inc.

400002877934--2
-05/18/99--01005--003
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith please find for submission Articles of Merger with exhibits reflecting the merger of Ronco Enterprises International, Inc., a New York corporation, into Ronco Enterprises International, Inc., a Florida corporation.

Also enclosed is our firm check in the amount of \$35.00 for the Articles of Merger filing fee, along with our firm check in the amount of \$105.00 for two (2) certified copies thereof.


Please complete the appropriate filing and return the two certified copies to the undersigned. If you have any difficulty or questions with regard to this request, please phone the undersigned immediately.

Thank you for your cooperation and assistance.

EFFECTIVE DATE
5-31-99

Very truly yours,

WIESNER ASSOCIATES CHARTERED

By: 
Ira S. Wiesner
For the Firm

Merger
5-26-99
MS

ISW/jsp

Enclosures: Articles of Merger, 2 checks
cc: Harold Ronson
g:\cronson\flcorp.513

FILED
99 MAR 18 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

RONCO ENTERPRISES INTERNATIONAL, INC., a non qualified New York
corporation

INTO

RONCO ENTERPRISES INTERNATIONAL, INC., a Florida corporation,
P99000024603

File date: May 18, 1999, effective May 31, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
of
RONCO ENTERPRISES INTERNATIONAL, INC. , a New York Corporation
into
RONCO ENTERPRISES INTERNATIONAL, INC., a Florida Corporation
Under Sections 1105 and 1107 of the Florida Statutes

FILED
99 MAR 18 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **RONCO ENTERPRISES INTERNATIONAL, INC. , a New York Corporation**, which was originally formed as W. Lowenthal Co. by Certificate of Incorporation dated November 3, 1927, hereinafter referred to as the Absorbed Corporation, and **RONCO ENTERPRISES INTERNATIONAL, INC., a Florida Corporation**, hereinafter referred to as the Surviving Corporation, have entered into a Plan of Merger, hereinafter referred to as "the Plan", a copy of which is attached hereto and incorporated by reference.
2. **RONCO ENTERPRISES INTERNATIONAL, INC. , a New York Corporation**, has one series of common stock consisting of Three Thousand Six Hundred (3600) authorized shares of which 1296 are issued and outstanding. No shares are subject to change prior to the effective date of the merger.
3. **RONCO ENTERPRISES INTERNATIONAL, INC. , a Florida Corporation**, has one series of common stock consisting of Three Thousand Six Hundred and Ten (3610) authorized shares of which 1296 are issued and outstanding. No shares are subject to change prior to the effective date of the merger.
4. The terms and conditions of the proposed merger, including the effective date, manner and basis of converting the shares of each constituent corporation into shares of the Surviving Corporation are as set forth in the Plan.
5. No change in the Certification of Incorporation of the Surviving Corporation shall be effected by this merger.
6. This merger was approved unanimously by the shareholders of each of the constituent corporations at meetings held on April 1, 1999.
7. The merger of the is permitted by the laws of the jurisdiction of the constituent foreign corporation and is in compliance therewith.
8. The Surviving Corporation is **RONCO ENTERPRISES INTERNATIONAL, INC., a Florida Corporation** which was incorporated in the State of Florida on March 17, 1999.


EFFECTIVE DATE
5-31-99

Ronco Enterprises International, Inc.
a New York Corporation

By: 

Its President

ATTEST:


Its Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

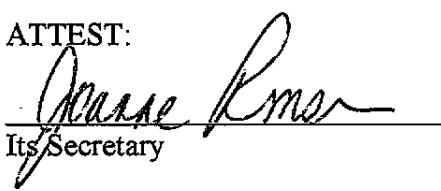
The foregoing instrument was acknowledged before me this 4 day of April, 1999 by
HAROLD RONSON, President of Ronco Enterprises International, Inc., a Florida corporation, on
behalf of the corporation.

Ronco Enterprises International, Inc.
a Florida Corporation

By: 

Its President

ATTEST:


Its Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4 day of April, 1999 by
HAROLD RONSON, President of Ronco Enterprises International, Inc., a Florida corporation, on
behalf of the corporation.


Name:

Notary Public, State of Florida

Commission Expires:

Commission No.:

IRA STEWART WIESNER

Notary Public, State of Florida

My comm. expires April 26, 1999

Comm. No. CC 455630


Name:

Notary Public, State of Florida

Commission Expires:

Commission No.:

IRA STEWART WIESNER

Notary Public, State of Florida

My comm. expires April 26, 1999

Comm. No. CC 455630

C:RONSONART\MERGER

FILED

99 MAR 18 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT

OF

MERGER

THIS PLAN and AGREEMENT of MERGER dated effective May 31, 1999, between Ronco Enterprises International, Inc, a Florida corporation, herein sometimes called the "Surviving Corporation", and Ronco Enterprises International, Inc, a New York corporation, herein sometimes referred to as the "absorbed corporation" pursuant to Florida Statutes Section 1107 and New York Business Corporation Law Section 907.

STIPULATIONS

EFFECTIVE DATE

5-31-99

A. Ronco Enterprises International, Inc, the Surviving Corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 415 L'Ambiance #A-701, Longboat Key, Florida 34228.

B. Surviving Corporation, has a capitalization of THREE THOUSAND SIX HUNDRED TEN (3610) authorized shares of ONE HUNDRED DOLLAR (\$100.00) par value common stock, of which 1296 shares are issued and outstanding.

C. Ronco Enterprises International, Inc., the Absorbed Corporation, is a corporation organized and existing under the laws of the State of New York, with its principal office at 250 Park Ave South, New York, New York 10003-1494

D. Absorbed Corporation has a capitalization of THREE THOUSAND SIX HUNDRED (3600) authorized shares of ONE HUNDRED DOLLAR (\$100.00) par value common stock, of which 1296 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Absorbed Corporation be merged into Surviving Corporation, pursuant to the provisions of Sections 607.1107 et seq. of the Florida General Corporation Act and Section 907 of the New York Business Corporation Law, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE: MERGER

Absorbed Corporation shall merge with and into Surviving Corporation, Ronco Enterprises International, Inc, a Florida corporation, which shall be the Surviving Corporation.

SECTION TWO: TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION THREE: CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation, into shares of the Surviving Corporation is as follows:

(a) Each share of the common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the

merger and the issuance to such shareholder of the certificate for his shares in the Surviving Corporation.

SECTION FOUR: CHANGES IN BYLAWS

The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

SECTION FIVE: DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SIX: PROHIBITED TRANSACTIONS

None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION SEVEN: APPROVAL BY SHAREHOLDERS

This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of New York at meetings to be held on or before April 1, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION EIGHT: EFFECTIVE DATE OF MERGER

The effective date of this merger shall be May 31, 1999.

SECTION NINE: ABANDONMENT OF MERGER

This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the following events:

(a) If the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before April 1, 1999; or

(b) If, in the judgment of the board of directors of either the Surviving or the Absorbed Corporations, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the such corporation's charter.

SECTION TEN: EXECUTION OF AGREEMENT

This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals pursuant to the authorization of their respective boards of directors on the date first above written.

Ronco Enterprises International, Inc.,
a Florida corporation


ATTEST:


Its Secretary


Its President

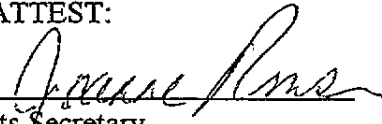
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4 day of April, 1999 by **HAROLD RONSON**, President of Ronco Enterprises International, Inc., a Florida corporation, on behalf of the corporation.


Name:
Notary Public, State of Florida
Commission Expires:
Commission No.:

Ronco Enterprises International, Inc.,
a New York corporation

ATTEST:


Its Secretary


Its President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4 day of April,
1999 by **HAROLD RONSON**, President of Ronco Enterprises International, Inc., a Florida
corporation, on behalf of the corporation.



Name:

Notary Public, State of FL

Commission Expires:

Commission No.:

C:RONSON\MERGER

IRA STEWART WIESNER
Notary Public, State of Florida
My comm. expires April 26, 1999
Comm. No. CG 455630