

JAN 19 2000 4:57PM

CORPORATE SERVICES NYC

NO.547

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P 99000107058

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

MERGER OR SHARE EXCHANGE

WORLD TRADE & CREDIT SERVICES, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

WORLD TRADE & CREDIT SERVICES, INC., a New York corporation, not
qualified in Florida

INTO

WORLD TRADE & CREDIT SERVICES, INC., a Florida entity, P99000107058.

File date: January 20, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

NameJurisdictionWORLD TRADE & CREDIT SERVICES, INC.Florida

Second: The name and jurisdiction of each merging corporation is:

NameJurisdictionWORLD TRADE & CREDIT SERVICES, INC.New York

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR

_____/_____/____

(Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 31, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 31, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

BlumbergExcelsior Corp. Services
62 White Street, New York, NY 10013
(212) 431-5000

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation **Signature**
WORLD TRADE &
CREDIT SERVICES, INC. (NY)

Signature

Typed or Printed Name of Individual & Title

David Goldberg, President

WORLD TRADE & CREDIT

SERVICES, INC. (FL)

David Goldberg, President

BlumbergExcelsior Corp. Services, Inc.
62 White Street
New York, NY 10013
(212) 431-5000

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PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>WORLD TRADE & CREDIT SERVICES, INC.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>WORLD TRADE & CREDIT SERVICES, INC.</u>	<u>New York</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

World Trade & Credit Services, Inc., a Florida corporation, one of the constituent corporations, and which shall continue its corporate existence and be the corporation surviving the merger (said corporation hereafter being sometimes called the "surviving corporation") and the terms and conditions of the merger hereby agreed upon (hereafter called the "merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth World Trade & Credit Services, Inc. (NY) (hereafter the "merged corporation") shall be merged into World Trade & Credit Services, Inc.(FL) by transfer to WORLD TRADE & CREDIT SERVICES, INC. (FL) of all the assets of the merged corporation, subject to all of its liabilities and obligations which liabilities WORLD TRADE & CREDIT SERVICES, INC. (FL) shall assume in complete cancellation of all of the capital stock of the merged corporations

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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