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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Anna D. Solzberger*

MERGER OR SHARE EXCHANGE

STERLING COMPANIES OF PALM BEACH, INC.

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$87.50

*Merger*

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SC MERGER, INC., a Florida corporation, P00000019277

INTO

**STERLING COMPANIES OF PALM BEACH, INC.,** a Florida entity,  
P99000110593

File date: March 22, 2000

Corporate Specialist: Darlene Connell

MAR-22-2000 14:00

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**ARTICLES OF MERGER  
OF  
STERLING COMPANIES OF PALM BEACH, INC.  
AND  
SC MERGER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **STERLING COMPANIES OF PALM BEACH, INC.**, a Florida corporation (the "Surviving Corporation"), and **SC MERGER, INC.**, a Florida corporation (the "Disappearing Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger, dated as of March 22, 2000 between the Surviving Corporation, Samoth Capital Corporation, an Ontario corporation ("Samoth"), and the Disappearing Corporation, a wholly owned subsidiary of Samoth, setting forth the plan of merger whereby the Disappearing Corporation will merge with and into the Surviving Corporation (the "Plan of Merger").
2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as March 22, 2000.
3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole director and the holders of the majority of shares of the Surviving Corporation by written consent dated on March 22, 2000, and approved by the sole shareholder and sole director of the Disappearing Corporation by written consent on March 22, 2000.
4. **Articles and Bylaws** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

[SIGNATURES ON FOLLOWING PAGE]

THIS DOCUMENT PREPARED BY:  
JOSEPH I. EMAS, ESQUIRE  
FL BAR NO. 0004952  
BROAD AND CASSEL  
201 S. Biscayne Boulevard, Suite 3000  
Miami, FL 33131  
(305) 373-9467

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of Sterling Companies of Palm Beach, Inc. and SC Merger, Inc. by their respective duly authorized officers, as of the 22nd day of March, 2000.

“SURVIVING CORPORATION”

STERLING COMPANIES OF PALM BEACH,  
INC., a Florida corporation

By: \_\_\_\_\_  
Brian Kosoy, President

“DISAPPEARING CORPORATION”

SC MERGER, INC., a Florida corporation

By: \_\_\_\_\_  
Name: James J. Grogan  
Title: President

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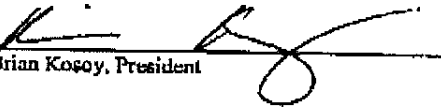
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IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of Sterling Companies of Palm Beach, Inc. and SC Merger, Inc. by their respective duly authorized officers, as of the 22nd day of March, 2000.

"SURVIVING CORPORATION"

STERLING COMPANIES OF PALM BEACH,  
INC., a Florida corporation

By:   
Brian Kosoy, President

"DISAPPEARING CORPORATION"

SC MERGER, INC., a Florida corporation

By: \_\_\_\_\_  
Name:  
Title:

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EXHIBIT A

PLAN OF MERGER

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**PLAN OF MERGER  
OF  
STERLING COMPANIES OF PALM BEACH, INC.  
AND  
SC MERGER, INC.**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 22nd day of March, 2000, by and between the Sterling Companies of Palm Beach, Inc., a Florida corporation (the "Surviving Corporation"), Samoth Capital Corporation, an Ontario corporation ("Samoth"), and SC Merger, Inc., a Florida corporation, a wholly owned subsidiary of Samoth (the "Disappearing Corporation") setting forth the plan of merger whereby the Disappearing Corporation will merge with and into the Surviving Corporation.

**R E C I T A L S:**

A. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida.

C. The Directors of the Disappearing Corporation and of the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders of the Disappearing Corporation and Surviving Corporation, respectively.

D. Disappearing Corporation and Surviving Corporation have agreed that Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transaction described above, Disappearing Corporation and Surviving Corporation, the constituent corporations to this Plan of Merger, agree as follows:

1. Merger. Disappearing Corporation shall be merged with and into Surviving Corporation.

2. Filing and Effective Time. Surviving Corporation shall file, with the Florida Department of State, Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be March 22nd, 2000.

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3. Surviving Corporation. The Surviving Corporation shall continue its existence under the name "Sterling Companies of Palm Beach, Inc." pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all the rights and properties of the Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida. Accordingly, between the Disappearing Corporation and the Surviving Corporation, the Surviving Corporation shall be the corporation surviving the merger, as upon the merger taking effect the Disappearing Corporation shall have been subsumed within the Surviving Corporation.

5. Terms of the Merger. On the Effective Date, each of the one million (1,000,000) shares of the common stock, \$0.001 par value per share, of the Surviving Corporation (the "Surviving Corporation Common Stock") shall be converted into and exchanged for four (4) shares of the common stock of Samoth. On the Effective Date, each share of the common stock, \$0.01 par value per share, of the Disappearing Corporation (the "Disappearing Corporation Common Stock") outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled. With such conversion and exchange, Samoth will be the owner of all of the outstanding shares of the common stock of the Surviving Corporation and shall be registered as such on the shareholder register of the Surviving Corporation.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. Approval. The transaction contemplated by this Plan of Merger has previously been submitted to and approved by the Board of Directors and the sole shareholder of the Disappearing Corporation and the holder of a majority of the outstanding shares of the Surviving Corporation and the Board of Directors of the Surviving Corporation. Subsequent to the execution of this Plan of Merger by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.



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10. Amendment. This Plan of Merger may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the Effective Date of this Plan of Merger, provided that any amendment made subsequent to the adoption of this Plan of Merger by the shareholders of Disappearing Corporation or Surviving Corporation shall not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of common stock of the Surviving Corporation or the Disappearing Corporation.

11. Governing Law. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida.

12. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

13. Income Tax Implications This Plan of Merger is intended as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended.

14. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGE]

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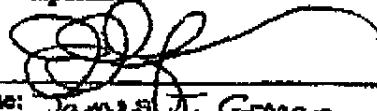
IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan of Merger as of the date first above written.

**SAMOTH CAPITAL CORPORATION,**  
An Ontario corporation

By:   
Name: Janet C. Hendry  
Title: Secretary

**"DISAPPEARING CORPORATION"**

**SC MERGER, INC.,**  
a Florida corporation

By:   
Name: James D. Grogan  
Title: President

**"SURVIVING CORPORATION"**

**STERLING COMPANIES OF PALM BEACH,**  
INC., a Florida corporation

By: \_\_\_\_\_  
Brian Kosoy, President

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IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan of Merger as of the date first above written.

**SAMOTH CAPITAL CORPORATION,**  
An Ontario corporation

By: \_\_\_\_\_  
Name:  
Title:

"DISAPPEARING CORPORATION"

**SC MERGER, INC.,**  
a Florida corporation

By: \_\_\_\_\_  
Name:  
Title:

"SURVIVING CORPORATION"

**STERLING COMPANIES OF PALM BEACH, INC.,** a Florida corporation

By:  \_\_\_\_\_  
Brian Kosoy, President

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