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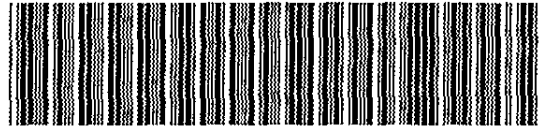
(Business Entity Name)

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03 DEC 18 PM 2 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12/30
01 7/19/06

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ARC, I, INC., A Wyoming Corporation
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Herman Jeffer, Esq.
(Name of person)

Jeffer, Hopkinson & Vogel
(Name of firm/company)

1600 Route 208 North
(Address)

Hawthorne, New Jersey 07506
(City/state and zip code)

For further information concerning this matter, please call:

Herman Jeffer, Esq. at (973) 423-0100
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
OF
NORTH FORK MANAGEMENT, INC., A FLORIDA CORPORATION,
INTO
ARC I, INC., A WYOMING CORPORATION

FILED
03 DEC 18 AM 9:15
TALLAHASSEE
SECRETARY OF STATE
Effective 1-1-04

ARTICLES OF MERGER between NORTH FORK MANAGEMENT, INC., A Florida corporation ("North Fork") and ARC I, INC., A Wyoming Corporation ("ARC").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), North Fork and ARC adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 17, 2003 ("Plan of Merger") between North Fork and ARC was approved and adopted by the shareholders and directors of both corporations on December 17, 2003.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of North Fork's stock will be acquired by means of a merger of North Fork into ARC with ARC the surviving corporation ("Merger").

3. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on January 1, 2004, and on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 17th day of December, 2003.

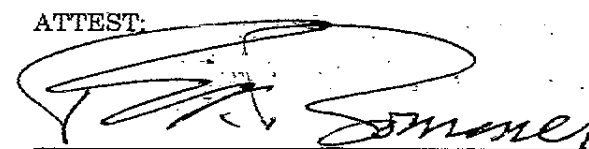
ATTEST:


Peter Bommer
Secretary

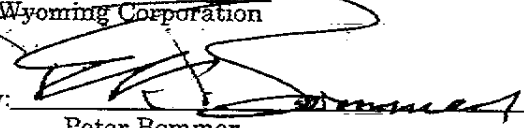
NORTH FORK MANAGEMENT, INC.
A Florida Corporation

By: 
Peter Bommer
President

ATTEST:


Peter Bommer
Secretary

ARC I, INC.
A Wyoming Corporation

By: 
Peter Bommer
President

PLAN OF MERGER

Merger between ARC I, INC. (the "Surviving Corp.") and NORTH FORK MANAGEMENT, INC. (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of common stock. In accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached in this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In

accordance with §607.1105 of the Act, the Articles of merger shall specify the "Effective Date," which shall be January 1, 2004, the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

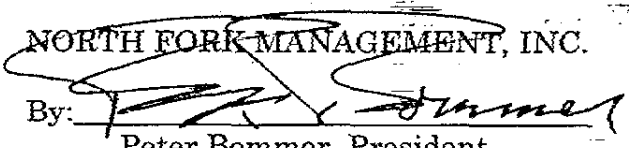
8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 17th day of December, 2003.

ATTEST


Peter Bommer, Secretary

NORTH FORK MANAGEMENT, INC.

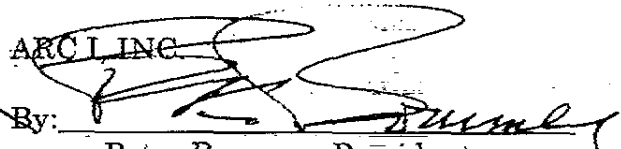
By: 

Peter Bommer, President

ATTEST


Peter Bommer, Secretary

ARCL INC

By: 

Peter Bommer, President