

# S65994

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

WSMLE ENTERPRISES INC., a Florida corporation, S57463

LTMLC ENTERPRISES INC., a Florida corporation, S57466

MMMLL ENTERPRISES INC., a Florida corporation, S57465

VOMLE ENTERPRISES INC., a Florida corporation, S57464

INTO

**MORI LEE INC.**, a Florida corporation, S65994.

File date: February 19, 1997

Corporate Specialist: Darlene Connell




**S65994**

1116-D Thomas Road Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**PICK UP** 2/19/97 11:00 <sup>NT</sup> 

\_\_\_\_\_ **CERTIFIED COPY** \_\_\_\_\_ **CUS** \_\_\_\_\_

☒ **PHOTO COPY** \_\_\_\_\_ ☒ **FILING** Merger

1.) WSMLE Enterprises Inc.  
(CORPORATE NAME & DOCUMENT #)

500002091815--2  
-02/19/97--01022--009  
\*\*\*\*175.00 \*\*\*\*175.00

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

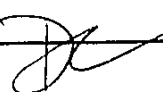
8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**FILED**  
97 FEB 19 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**RECEIVED**  
96 FEB 19 AM 9:30  
DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

Merger  
2/25/97  




FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 19, 1997

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: MORI LEE INC.

Ref. Number: S65994

We have received your document for MORI LEE INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include 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.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

A copy of the plan must be attached as mentioned on page 1, #2 of the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 497A00008819

*Corrected*  
*Thanks*  
*[Signature]*

**ARTICLES OF MERGER OF  
WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC.,  
MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC.,  
INTO MORI LEE INC.**

To the Department of State  
State of Florida:

Pursuant to the provisions of the Florida General Corporation Act, governing the merger of a domestic corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger:

1. The names of the merging corporations are WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC., which are business corporations organized under the laws of the State of Florida, and the existence of which will cease and MORI LEE INC., which is a business corporation organized under the laws of the State of Florida and which shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. with and into MORI LEE INC. as approved by the Board of Directors of each of said corporations.

3. The number of shares of each of WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. which were entitled to vote at the time of the approval of the Plans of Merger by its shareholders is 100 shares of common stock, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporations approved the Plans of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was January 2, 1997.

FILED  
97 FEB 19 AM 9:47  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

4. MORI LEE INC. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. All of the shareholders of the surviving corporation approved the Plan of Merger pursuant to their written consent without a meeting of shareholders.

5. The merger herein provided for shall become effective in the State of Florida on the date the Certificate of Merger is filed by the Department of State.

IN WITNESS WHEREOF we have signed this certificate this 2nd day of January, 1997

WSMLE ENTERPRISES INC.

BY: [Signature]  
MORV LIEBOWITZ, Pres.

BY: [Signature]  
EVELYN UDELL, Sec.

LTMLC ENTERPRISES INC.

BY: [Signature] A  
ARTHUR UDELL, Pres.

BY: [Signature]  
MORV LIEBOWITZ, Sec.

MMMLL ENTERPRISES INC.

BY: [Signature] A  
ARTHUR UDELL, Pres.

BY: [Signature]  
CHARLOTTE LIEBOWITZ, Sec.

VOMLE ENTERPRISES INC.

BY: [Signature] i  
EVELYN UDELL, Pres.

BY: [Signature]  
CHARLOTTE LIEBOWITZ, Sec.

MORI LEE INC.

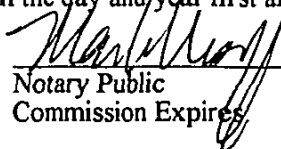
BY: [Signature]  
MITCHELL UDELL, Pres.

BY: [Signature]  
AMY UDELL-MAUSHOFF, Sec.

STATE OF NEW YORK           )  
  )ss.:  
COUNTY OF NEW YORK       )

On this 2nd day of January, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Morv Liebowitz, the President of WSMLE ENTERPRISES INC., Arthur Udell, the President of LTMLC ENTERPRISES INC., MMLL ENTERPRISES INC. and Evlynn Udell, who acknowledged to me that she is the President of VOMLE ENTERPRISES INC. and that they executed as said President the foregoing Articles of Merger of said corporations as their acts and deeds and as the acts and deeds of said corporations.

Witness my hand and seal of office on the day and year first aforesaid.

  
\_\_\_\_\_  
Notary Public  
Commission Expires

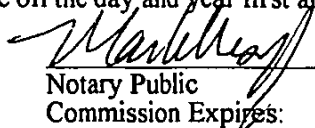
Seal:

MARK NESOFF  
Notary Public, State of New York  
No. 4775782  
Qualified in Westchester County  
Commission Expires March 30, 1998

STATE OF NEW YORK           )  
  )ss.:  
COUNTY OF NEW YORK       )

On this 2nd day of January, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mitchell Udell, who acknowledged to me that he is the President of MORI LEE INC. and that he executed as said President the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

Witness my hand and seal of office on the day and year first aforesaid.

  
\_\_\_\_\_  
Notary Public  
Commission Expires:

Seal:

MARK NESOFF  
Notary Public, State of New York  
No. 4775782  
Qualified in Westchester County  
Commission Expires March 30, 1998

**PLAN OF MERGER OF WSMLE ENTERPRISES INC.,  
LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND  
VOMLE ENTERPRISES INC. INTO MORI LEE INC.**

The following Plan of Merger (the "Plan") shall effect the merger of WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC., business corporations organized under the laws of the State of Florida into MORI LEE INC., a business corporation organized under the laws of the State of Florida.

1. The names of each constituent corporation to the merger are WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. and MORI LEE INC. The name of the surviving corporation is MORI LEE INC. which shall continue to exist under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. shall cease upon the effective date of the merger in accordance with the provisions of the Florida General Corporation Act.

2. WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. have outstanding 100 shares of common stock each. MORI LEE INC. has outstanding 100 shares of common stock. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) All the outstanding shares of MORI LEE INC., the surviving corporation, shall remain unchanged in the hands of the holders thereof as outstanding shares of the surviving corporation.

(b) No cash or other consideration shall be paid or delivered for the shares of WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. and the certificates for such shares shall be converted into shares of MORI LEE INC. at the rate of one share for each one share of the surviving corporation.

(c) The certificate of incorporation and by-laws of MORI LEE INC. shall remain unchanged until amended or changed as provided therein or as provided by law. The officers and directors of MORI LEE INC. shall remain as the officers and directors of the surviving corporation.

(d) All the property, real or personal; rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action and every other asset of WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. shall be transferred to, vest in and devolve upon MORI LEE INC., the surviving corporation, without further act or deed and every interest of the surviving corporation and WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. shall be as effectively the property of the surviving corporation as they were of the surviving corporation and WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC., respectively.

(e) The surviving corporation shall assume and be liable for all the liabilities, obligations and royalties of WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC.

4. The Plan of Merger shall be submitted to the shareholders of WSMLE ENTERPRISES INC., LTMLC ENTERPRISES INC., MMMLL ENTERPRISES INC. AND VOMLE ENTERPRISES INC. for their approval and to the shareholders of MORI LEE INC. for their approval.



5. The effective date in the State of Florida of the merger herein provided shall be the date the Certificate of Merger is filed by the Department of State.