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MERGER OR SHARE EXCHANGE

BYMER, INC.

|                       |         |
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| Certificate of Status | 0       |
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**ARTICLES OF MERGER  
OF  
BYMER, INC., a New Jersey Corporation  
(Merging Entity)  
with and into  
BYMER, INC., a Florida Corporation  
(Surviving Entity)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1101 and 607.1105, of the Florida Statutes.

**FIRST:** The exact name and jurisdiction of the Surviving Entity is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|-------------|---------------------|--------------------|
| Bymer, Inc. | Florida             | Corporation        |

Florida Document/Registration Number: P07000016832  
FEI Number: 22-3850096

**SECOND:** The exact name and jurisdiction of the Merging Entity is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|-------------|---------------------|--------------------|
| Bymer, Inc. | New Jersey          | Corporation        |

FEI Number: 22-3850096

**THIRD:** The Plan of Merger attached hereto as Exhibit A, meets the requirements of section 607.1108 of the Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the Shareholders and the Board of Directors of the Surviving Entity on April 16, 2007.

**FIFTH:** The attached Plan of Merger was approved by the Shareholders and the Board of Directors of the Merging Entity on April 16, 2007.


**SIXTH:** The Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Entity, in accordance with the provisions of the Florida Statutes, and by the Merging Entity, in accordance with the provisions of the New Jersey Business Corporation Act.

**SEVENTH:** This merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

[Signature Pages Follow]

IN WITNESS WHEREOF the undersigned affirms and swears, under penalties of perjury, that to the undersigned's knowledge and belief, the foregoing statements are true as the ~~17<sup>th</sup>~~ <sup>April</sup> day of ~~January~~ 2007.

**Bymer Inc.,**  
a Florida corporation

  
By: Fred H. Mermelstein  
Its: President

**Bymer, Inc.,**  
a New Jersey Corporation


  
By: Fred H. Mermelstein  
Its: President

EXHIBIT A

**PLAN OF MERGER  
BY AND BETWEEN  
BYMER, INC.,  
a Florida corporation  
and  
BYMER, INC.,  
a New Jersey corporation**

**PLAN OF MERGER** approved on April 16, 2007, by Bymer, Inc., a business corporation organized under the laws of the State of New Jersey ("Bymer New Jersey"), and by its Shareholders and Board of Directors on said date, and approved on April 16, 2007, by Bymer, Inc. ("Bymer Florida") a business corporation organized under the laws of the State of Florida, and by its Shareholders and Board of Directors on said date.

1. Bymer New Jersey and Bymer Florida shall, pursuant to the provisions of the New Jersey Business Corporation Act ("NJBCA") and the provisions of the Florida Business Corporation Act ("FBCA"), be merged with and into a single corporation (the "Merger"), to which Bymer Florida shall be the Surviving Entity upon the effective date of the Merger (Bymer Florida hereinafter referred to as the "Surviving Entity"), and which shall continue to exist as said Surviving Entity under its present name pursuant to the provisions of FBCA. The separate existence of Bymer New Jersey (Bymer New Jersey hereinafter referred to as the "Merging Entity"), shall cease upon the effective date of the Merger in accordance with the provisions of NJBCA.

2. The Articles of Incorporation of the Surviving Entity upon the effective date of the Merger in the jurisdiction of its organization shall be the Articles of Incorporation of said Surviving Entity; and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Entity.

3. The By-laws of the Surviving Entity upon the effective date of the Merger in the jurisdiction of its organization will be the By-laws of said Surviving Entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the Surviving Entity upon the effective date of the Merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Entity, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Entity.

5. Each one (1) share of Common Stock of the Merged Entity which shall be outstanding on the effective date of the Merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of Common Stock of the Surviving Entity on and as of the effective date of the Merger.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Merging Entity for their approval or rejection in the manner prescribed by the provisions of the NJBCA, and the merger of the Merging Entity with and into the Surviving Entity shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Entity.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Merging Entity in the manner prescribed by the provisions of the NJBCA, and in the event that the merger of the Merging Entity with and into the Surviving Entity shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Entity, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. The Board of Directors and the proper officers of the Merging Entity and of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

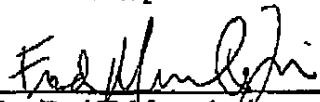
9. The effective date of the merger herein provided for in the State of New Jersey shall be as stated in the Certificate of Merger, and the effective date of the merger herein provided for in the State of Florida shall be as stated in the Articles of Merger.

10. At any time prior to the filing of (i) the Florida Articles of Merger with the Secretary of State of the State of Florida and (ii) the New Jersey Certificate of Merger with the Secretary of the State of the State of New Jersey, this Plan of Merger may be terminated and abandoned either the Merging Entity or the Surviving Entity.

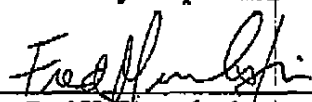
[Signature Page(s) Follow]

IN WITNESS WHEREOF the undersigned affirms and swears, under penalties of perjury, that to the undersigned's knowledge and belief, the foregoing statements are true as the 11<sup>th</sup> day of April, 2007.

**Bymer Inc.,**  
a Florida corporation

  
\_\_\_\_\_  
By: Fred H. Mermelstein  
Its: President

**Bymer, Inc.,**  
a New Jersey Corporation

  
\_\_\_\_\_  
By: Fred H. Mermelstein  
Its: President