

# *State of Idaho*

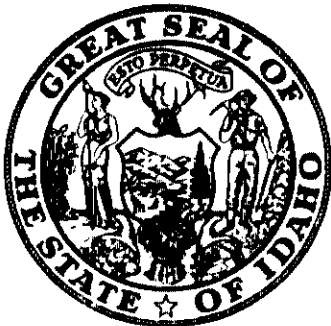
## **Department of State**

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of GOLD SECURITIES CORPORATION, an Idaho corporation, file number C 13993 into EVOLUTIONS, INC., a Delaware corporation, not qualified in Idaho, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of merger.

Dated: February 9, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Herold*

FEB 9 12 25 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF MERGER  
OF  
Gold Securities Corporation  
INTO  
Evolutions, Inc.

IDAHO SECRETARY OF STATE  
DATE 02/09/1996 0900 3644  
CL 8: 9771 CUSTO 2367  
MERGER  
30.00- 30.00  
10

Pursuant to Section 30-1-74 of the  
Idaho Business Corporation Act

The undersigned, being the President and the Secretary of Evolutions, Inc. and, the undersigned, being the President and the Secretary of Gold Securities Corporation hereby certify:

FIRST: The name of the Non-Surviving Corporation is Gold Securities Corporation; said corporation was incorporated under the laws of the State of Idaho.

SECOND: The name of the Surviving Corporation is Evolutions, Inc.; said corporation was incorporated under the laws of the State of Delaware.

THIRD: The laws of the State of Delaware permit the merger and it is in compliance therewith.

FOURTH: The Plan of Merger is as follows:

(a) Each share of Common Stock of Gold Securities Corporation shall be converted into one share of Common Stock of Evolutions, Inc. Each option to purchase a share of Common Stock of Gold Securities Corporation shall be converted into an option to purchase one share of Common Stock of Evolutions, Inc. The one outstanding share of Evolutions, Inc. will be contributed back to Evolutions, Inc., and its status will revert to authorized but unissued.

(b) Upon the effective date of the merger, the outstanding certificates for shares of Gold Securities Corporation's Common Stock will, until replaced by Evolutions, Inc., represent the same number of shares of Common Stock of Evolutions, Inc.

FIFTH: As to each of the corporations the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>ENTITLED TO VOTE AS A CLASS</u>	
		<u>DESIGNATION OF CLASS</u>	<u>NUMBER OF SHARES</u>
Gold Securities Corporation	18,726,189	Common	18,726,189
Evolutions, Inc.	1	Common	1

**SIXTH:** As to each of the corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>	<u>ENTITLED TO VOTE AS A CLASS VOTED FOR</u>	<u>VOTED AGAINST</u>
Gold Securities Corporation	12,171,292	-0-	12,171,189	-0-
Evolutions, Inc.	1	-0-	1	-0-


**SEVENTH:** (a) The Surviving Corporation agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the Non-Surviving Corporation and in any proceeding for the enforcement of the rights of dissenting shareholders of the Non-Surviving Corporation against the Surviving Corporation.

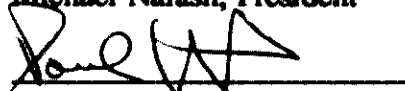
(b) The Surviving Corporation hereby irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding and the address to which the Secretary of State shall forward notice of such process is Evolutions, Inc., 65 Railroad Avenue, Ridgfield, New Jersey 07657, attention: President.

(c) The Surviving Corporation agrees that it will promptly pay to the dissenting shareholder of the Non-Surviving Corporation the amount if any, to which they shall be entitled under the provision of the laws of the State of Idaho with respect to the rights of the dissenting shareholders.

IN WITNESS WHEREOF, we hereunto sign this certificate this \_\_\_\_ day of February 1996.

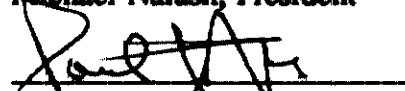
EVOLUTIONS, INC.

  
\_\_\_\_\_  
Michael Nafash, President

  
\_\_\_\_\_  
Paul Litwinczuk, Secretary

GOLD SECURITIES CORPORATION

  
\_\_\_\_\_  
Michael Nafash, President

  
\_\_\_\_\_  
Paul Liwinczuk, Secretary

STATE OF

*New Jersey*

COUNTY OF

*Passaic*

Be it remembered that on this \_\_\_\_ day of February, 1996 personally came before me a Notary Public in and for the County and State aforesaid, Michael Dolash who stated that he is the President of Gold Securities Corporation, and who is known personally to me as such, and verified the foregoing document to be the act of the signers thereof, and that the facts stated therein are true.

Given under my hand and seal of office the day and year aforesaid.

*Marie L. Flewicz*

Notary

NOTARY PUBLIC  
MY COMMISSION EXPIRES MAR. 8, 1999

STATE OF

) New Jersey  
ss:

COUNTY OF

) Passaic

Be it remembered that on this \_\_\_\_ day of February, 1996 personally came before me, a Notary Public in and for the County and State aforesaid, Michael Korash who stated that he is the President of Evolutions, Inc., and who is known personally to me as such, and verified the foregoing document to be the act of the signers thereof, and that the facts stated therein are true.

Given under my hand and seal of office the day and year aforesaid.

Maria L. Filewicz

Notary

MARIA L. FILEWICZ  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES MAR. 8, 1999