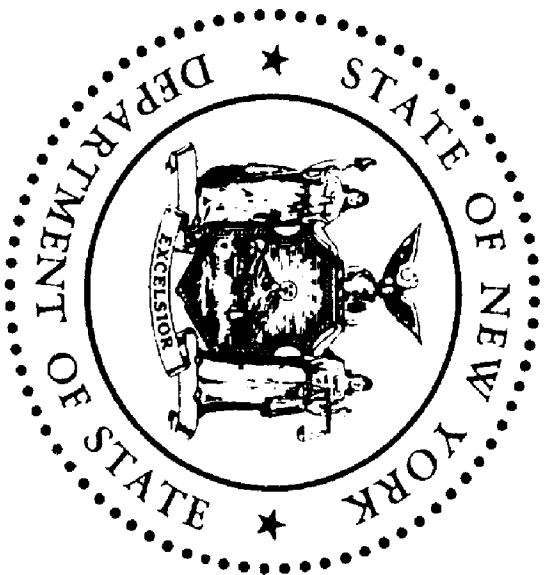




*State of New York  
Department of State* }  
SS:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*      **MAY 20 1999**



A handwritten signature in cursive script, appearing to read "J. Clark", written in black ink.

*Special Deputy Secretary of State*

CERTIFICATE OF MERGER

OF

SHARK PRODUCTS, INC.

AND

GINSENG MIRACLE, LTD.

AND

ALL-WAYS NATURAL INDUSTRIES, INC.

INTO

A.P. PRODUCTS LTD.

CSC 45

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(Under Section 904 of the Business Corporation Law)

It is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors and Shareholders of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the constituent corporation which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is A.P. Products Ltd. The date upon which its Certificate of Incorporation was filed by the New York Department of State is December 4, 1995.

THIRD: The name of the other constituent corporations, which are being merged into the surviving corporation, and which are hereinafter sometimes referred to collectively as the "merged constituent corporations", are Shark Products, Inc., Ginseng Miracle, Ltd. and All-Ways Natural Industries, Inc. The date upon which the Certificate of Incorporation of Shark Products, Inc. was filed by the New York Department of State is April 9, 1991. The date upon which the Certificate of Incorporation of Ginseng Miracle, Ltd. was filed by the New York Department of State is January 7, 1994. The date upon which the Certificate of Incorporation of All-Ways Natural Industries, Inc. was filed by the New York Department of State is October 25, 1978.

FOURTH: As to each of the constituent corporations, the designation and number of outstanding shares of each class and series entitled to vote and the voting rights are as follows:

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①

A.P. PRODUCTS LTD.

<u>Designation</u>	<u>Number of Outstanding</u>	<u>Classes &amp; Series Entitled to Vote</u>
Common	20	Common

SHARK PRODUCTS, INC.

<u>Designation</u>	<u>Number of Outstanding</u>	<u>Classes &amp; Series Entitled to Vote</u>
Common	100	Common

GINSENG MIRACLE, LTD.

<u>Designation</u>	<u>Number of Outstanding</u>	<u>Classes &amp; Series Entitled to Vote</u>
Common	20	Common

ALL-WAYS NATURAL INDUSTRIES, INC.

<u>Designation</u>	<u>Number of Outstanding</u>	<u>Classes &amp; Series Entitled to Vote</u>
Common	20	Common

FIFTH, The merger herein certified was authorized in respect of the surviving constituent corporation and each of the merged constituent corporations, in each case, by the unanimous written consent (in accordance with Section 615 of the Business Corporation Law), dated as of December 5, 1995, of the holders of all outstanding shares of the surviving constituent corporation and each of the merged constituent corporations entitled to vote and, in each case, by the unanimous written consent (in accordance with Section 708 of the Business Corporation Law), dated as of December 5, 1995, of the Board of Directors of the surviving constituent corporation and each of the merged constituent corporations.

SIXTH, The effective date of the merger herein certified shall be the 1st day of January, 1996.

②

IN WITNESS WHEREOF, the undersigned has subscribed this document as of December 5, 1995, and does hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by the undersigned and are true and correct.

  
Brian K. Marks, President and Secretary of Shark Products, Inc.

  
Brian K. Marks, President and Secretary of Ginseng Miracle, Ltd.

  
Brian K. Marks, President and Secretary of All-Ways Natural Industries, Inc.

  
Brian K. Marks, President and Secretary of A.P. Products Ltd.

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CERTIFICATE OF MERGER  
OF  
SHARK PRODUCTS, INC.  
AND  
GIMSENG MIRACLE, LTD.  
AND

ALL-WAYS NATURAL INDUSTRIES, INC.

INTO

A.P. PRODUCTS LTD.

165/11/95

*SAC*

*ICC*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 6, 1995

TXS

BY:

*Westerchester*

FILER:

RIVKIN RODLER & KREMER  
EAB PLAZA  
UNIONDALE, NY 11556

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**BILLED**

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