

May. 27, 1997

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5/22/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: MIKE GIEHL

PHONE: (954)525-7500

FAX #: (954)761-8475

NAME: JOJAK DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000008523

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 7

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 22, 1997

JOJAK DISTRIBUTORS, INC.  
12399 S.W. 53RD STREET  
SUITE 101  
COOPER CITY, FL 33330US

SUBJECT: JOJAK DISTRIBUTORS, INC.  
REF: 476850

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Darlene Connell  
Corporate Specialist

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Letter Number: 297A00028072

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No. 2228 P. 1/6

5/22/97

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TO: DIVISION OF CORPORATIONS

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PHONE: (954)525-7500

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DIVISION OF CORPORATIONS

Merger  
w/ NAME CHANGE

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

JAE MANUFACTURING, INC., a Florida corporation, J11128

INTO

JOJAK DISTRIBUTORS, INC., a Florida corporation, 476850

File date: May 27, 1997

Corporate Specialist: Steven Harris

May. 27. 1997 2:36PM

No. 2426 P. 3/7  
H9700008523

## ARTICLES OF MERGER

THESE ARTICLES OF MERGER are adopted this 21st day of May, 1997, by JOJAK DISTRIBUTORS, INC., a Florida corporation (hereinafter "Surviving Corporation"), as the surviving corporation, and JAE MANUFACTURING, INC., a Florida corporation, as the merging corporation (hereinafter "Merging Corporation").

### ARTICLE I PLAN OF MERGER

The Agreement and Plan of Merger ("Plan of Merger") merging Merging Corporation into Surviving Corporation is annexed hereto as Exhibit "A".

### ARTICLE II EFFECTIVE DATE

The effective date of the merger of Merging Corporation into Surviving Corporation shall be the date of filing of these Articles with the Secretary of State of Florida.

### ARTICLE III SHAREHOLDER APPROVAL

The Plan of Merger was adopted and approved by the shareholders of Surviving Corporation and by the shareholders of Merging Corporation, as follows:

Corporation:

Surviving Corporation  
Merging Corporation

Date of Adoption:

May 19, 1997  
May 19, 1997

FILED  
97 MAY 27 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: William J. Gross  
Bar No. 0898678  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(954) 525-7500

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May. 27. 1997 2:37PM

No. 2426 P. 4/7

H97000008523

IN WITNESS WHEREOF, the undersigned have executed these ARTICLES OF MERGER on the date set forth above.

Surviving Corporation:

**JOJAK DISTRIBUTORS, INC.,**  
a Florida corporation

By:   
John Tavone, President

Merging Corporation:

**JAE MANUFACTURING, INC.,**  
a Florida corporation

By:   
John Tavone, President

May 27, 1997 2:37PM

No. 2426000P. 5/7

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TALLAHASSEE, FLA

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (this "Agreement") is made and entered into this 21st day of May, 1997 by and among **JOJAK DISTRIBUTORS, INC.**, a Florida corporation (hereinafter "Surviving Corporation"), as the surviving corporation, and **JAE MANUFACTURING, INC.**, a Florida corporation (hereinafter "Merging Corporation"), as the merging corporation. Surviving Corporation and Merging Corporation are sometimes referred to herein as "Constituent Corporations".

### WITNESSETH:

**WHEREAS**, one hundred percent (100%) of the issued and outstanding shares of the capital stock of each Constituent Corporation is owned by John Tavone and Josephine Tavone (the "Shareholders"); and

**WHEREAS**, the boards of directors of the Constituent Corporations deem it desirable and in the best business interests of the corporations and their shareholders that Merging Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Business Corporation Act; and

**WHEREAS**, it is intended that the transaction qualify as a tax free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE**, in consideration of the mutual covenants set forth herein, and subject to the terms and conditions hereafter set forth, the Constituent Corporations hereby agree as follows:

**Section 1. Merger.** Merging Corporation shall merge with and into Surviving Corporation which shall be the surviving corporation.

**Section 2. Terms and Conditions.** On the Effective Date (hereinafter defined), the separate existence of Merging Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Merging Corporation, without the necessity for any separate transfer. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merging Corporation, and neither the rights of creditors nor any liens on the property of Merging Corporation shall be impaired by the merger.

**Section 3. Conversion of Shares.** It is intended that following the Effective Date, the Shareholders will continue to own one hundred percent (100%) of the issued and outstanding shares of the capital stock of Surviving Corporation. To accomplish the foregoing, the manner and basis of converting the shares of Merging Corporation into shares of Surviving Corporation is as follows: the Shareholders, as shareholders of Merging Corporation, shall receive no consideration for their shares of the capital stock of Merging Corporation and, upon the Effective Date, all of the outstanding certificates representing the shares of capital stock of Merging Corporation shall be deemed to have been canceled.

**Section 4. Changes in Articles of Incorporation.** The articles of incorporation of Surviving Corporation shall continue to be its articles of incorporation following the Effective Date.

**Section 5. Changes to Bylaws.** The bylaws of Surviving Corporation shall continue to be its bylaws following the Effective Date.

**Section 6. Directors and Officers.** The directors and officers of Surviving Corporation on the Effective Date shall continue as the directors and officers of Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section 7. Prohibited Transactions.** None of the Constituent Corporations shall, prior to the Effective Date, engage in any activity or transaction other than in the ordinary course of business, except that Constituent Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate the merger contemplated by this Agreement.

**Section 8. Approval by Shareholders.** This Agreement shall be subject to the approval of the shareholders of Constituent Corporations to the extent required by the applicable laws of the State of Florida.

**Section 9. Effective Date.** The merger contemplated by this Agreement shall be effective upon the day when the Articles of Merger are filed by the Florida Department of State (the "Effective Date").

**Section 10. Abandonment of Merger.** This Agreement may be terminated and the merger contemplated hereby abandoned by action of the board of directors of either of the Constituent Corporations at any time prior to the Effective Date, notwithstanding the approval of this Agreement and the merger contemplated hereby by the shareholders of any of the Constituent Corporations.

**Section 11. Miscellaneous.**

(a) This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

(b) This Agreement may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

(c) The parties shall execute and deliver such further instruments and do such further acts and things as may be reasonably required to carry out the intent and purposes of this Agreement.



May. 27. 1997 2:38PM

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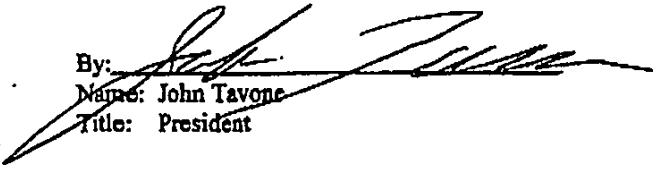
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IN WITNESS WHEREOF, the parties hereto have executed this Agreement or caused it to be executed by their duly authorized officers, all as of the day and year first above written.

JOJAK DISTRIBUTORS, INC.,  
a Florida corporation

By:   
Name: John Tavone  
Title: President

JAE MANUFACTURING, INC.,  
a Florida corporation

By:   
Name: John Tavone  
Title: President