

663020



ACCOUNT NO. : 072100000032

REFERENCE : 244011-8690A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : May 18, 1999

ORDER TIME : 12:19 PM

ORDER NO. : 244011-005

CUSTOMER NO: 8690A

CUSTOMER: Jennifer Levin, Esq
Bedzow Korn Brown Wolfe &
Suite 200
20803 Biscayne Boulevard
Aventura, FL 33180

FILED
99 MAY 18 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002878970--9

ARTICLES OF MERGER

JASON'S PACIFIC PROPERTIES
OF GA., INC.

INTO

SOUTHEASTERN HEADQUARTERS, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: DR

5/18/99

RECEIVED
99 MAY 18 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

JASON'S PACIFIC PROPERTIES OF GA., INC., a Georgia corporation not
authorized to transact business in Fla

INTO

SOUTHEASTERN HEADQUARTERS, INC., a Florida corporation, 663020

File date: May 18, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER OF
JASON'S PACIFIC PROPERTIES OF GA., INC.,
a Georgia corporation
INTO
SOUTHEASTERN HEADQUARTERS, INC.,
a Florida corporation**

99 MAY 18 PM 3:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to § 607.1105, the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is: SOUTHEASTERN HEADQUARTERS, INC., a Florida corporation.

The name of the surviving corporation has not been changed as a result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated in Florida on December 13, 1979.

ARTICLE III

The name of the nonsurviving corporation is: JASON'S PACIFIC PROPERTIES OF GA., INC., a Georgia corporation.

The state of domicile of the nonsurviving corporation is: GEORGIA.

The date of qualification in Florida of the nonsurviving corporation is: NOT APPLICABLE.

ARTICLE IV

The Plan of Merger, containing the information required by § 607.1101, Florida Statutes, is set forth in Exhibit "A," which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption of the merger and vote therefor by the surviving corporation was as follows:

The merger was adopted by a Written Consent Action of the Members of the Board of Directors and Sole Shareholder of the surviving corporation as of May 14, 1999.

ARTICLE VI

The manner of adoption of the merger and vote therefor by the nonsurviving corporation was as follows:

The merger was adopted by a Joint Unanimous Consent of the Sole Shareholder and the Board of Directors of the nonsurviving corporation on May 14, 1999.

ARTICLE VII

These Articles of Merger will be effective upon filing with the Florida Secretary of State.

Date: May 14, 1999.

SURVIVING CORPORATION:

SOUTHEASTERN HEADQUARTERS, INC., a
Florida corporation

By: 

CHARLES BEDZOW, President

NON-SURVIVING CORPORATION:

JASON'S PACIFIC PROPERTIES OF GA., INC.,
a Georgia corporation

By: 

CHARLES BEDZOW, Chief Executive Officer

EXHIBIT "A" TO ARTICLES OF MERGER

AGREEMENT AND PLAN OF MERGER

This is a merger between JASON'S PACIFIC PROPERTIES OF GA., INC., a Georgia corporation (the "Disappearing Corporation"), and SOUTHEASTERN HEADQUARTERS, INC., a Florida corporation (the "Surviving Corporation") (collectively the "Constituent Corporations"). This merger is effective pursuant to this Plan of Merger (the "Plan") in accordance with § 607.1101, Florida Statutes, of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as in effect immediately before the Effective Date (as defined in Paragraph 6 below) of the Merger shall without any changes be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at the time shall without more be converted into an exchange for equal shares of the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock.

3. **Satisfaction of Rights of Disappearing Corporation Shareholders.** All shares of Surviving Corporation stock into which shares of Disappearing Corporation stock shall have been converted and become exchangeable under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation shall cease and Surviving Corporation shall be fully vested with the Disappearing Corporation's rights, privileges, immunities, powers and franchises subject to its restrictions, liability, disability and duties as more particularly set forth in § 607.1106 of the Act.

5. **Supplemental Action.** If at any time after the Effective Date, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation as the case may be, whether past or remaining in office, shall execute and deliver, on request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation or to carry out the provisions of this Plan.

6. **Filing With the Secretary of State and Effective Date.** Upon the closing as provided in this Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective president to execute a Certificate of Merger and Articles of Merger, respectively, in the form attached to this Agreement and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with § 607.1105 of the Act, the Articles of Merger shall specify the Effective Date, which shall be the filing date of Articles of Merger with the Florida Secretary of State (the "Effective Date").

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is or the shareholders which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

8. **Termination.** At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 14 day of May, 1999.

SURVIVING CORPORATION:

SOUTHEASTERN HEADQUARTERS, INC., a
Florida corporation

By: 

CHARLES BEDZOW, President

DISAPPEARING CORPORATION:

JASON'S PACIFIC PROPERTIES OF GA., INC.,
a Georgia corporation

By: 

CHARLES BEDZOW, Chief Executive Officer

APPROVAL OF SOLE SHAREHOLDERS AND BOARDS OF DIRECTORS OF THE
CONSTITUENT CORPORATIONS:

SURVIVING CORPORATION:

SOUTHEASTERN HEADQUARTERS, INC., a
Florida corporation




CHARLES BEDZOW, Director



SARA BEDZOW, Director

**SOLE SHAREHOLDER OF SURVIVING
CORPORATION:**

SOUTHEASTERN FLORIDA PROPERTIES,
INC., a Florida corporation

By: 

CHARLES BEDZOW, President

DISAPPEARING CORPORATION:

JASON'S PACIFIC PROPERTIES OF GA., INC.,
a Georgia corporation



CHARLES BEDZOW, Director



SARA BEDZOW, Director

**SOLE SHAREHOLDER OF DISAPPEARING
CORPORATION:**

PACIFIC INTERNATIONAL EQUITIES, INC., a
Florida corporation

By: 

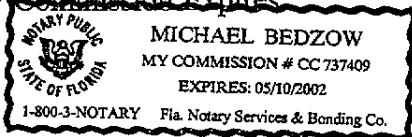
CHARLES BEDZOW, President

{Notarizations on next page.}

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The execution of the foregoing instrument was acknowledged before me this 14 day of May, 1999, by CHARLES BEDZOW, as President and Director of SOUTHEASTERN HEADQUARTERS, INC., a Florida corporation; as Chief Executive Officer and Director of JASON'S PACIFIC PROPERTIES OF GA., INC., a Georgia corporation; and as President of SOUTHEASTERN FLORIDA PROPERTIES, INC., a Florida corporation, and PACIFIC INTERNATIONAL EQUITIES, INC., a Florida corporation; who is personally known to me and who did not take an oath, on behalf of the corporations.

~~My Commission Expires:~~

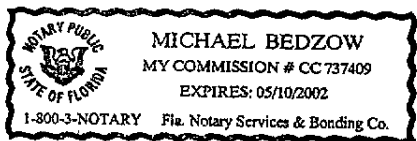


~~NOTARY PUBLIC, State of Florida at Large~~
~~Print Name:~~

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

The execution of the foregoing instrument was acknowledged before me this 14 day of May, 1999, by SARA BEDZOW, as Director of SOUTHEASTERN HEADQUARTERS, INC., a Florida corporation, and JASON'S PACIFIC PROPERTIES OF GA., INC., a Georgia corporation; who is personally known to me and who did not take an oath, on behalf of the corporations.

My Commission Expires:



NOTARY PUBLIC, State of Florida at Large
Print Name:

EXHIBIT TO AGREEMENT AND PLAN OF MERGER

**CERTIFICATE OF MERGER
OF
JASON'S PACIFIC PROPERTIES OF GA, INC.
(a Georgia corporation)
WITH AND INTO
SOUTHEASTERN HEADQUARTERS, INC.
(a Florida corporation)**

Pursuant to Section 14-2-1105 of
the Georgia Business Corporation Code

Jason's Pacific Properties of GA, Inc., a Georgia corporation and the non-surviving corporation in the merger, and Southeastern Headquarters, Inc., a Florida corporation and the surviving corporation in the merger, hereby certify that:

I.

The name and state of incorporation of each constituent corporation which is merging are:

(a) Southeastern Headquarters, Inc., a business corporation under the laws of the State of Florida; and

(b) Jason's Pacific Properties of Georgia, Inc., a business corporation under the laws of the State of Georgia.

II.

The surviving corporation in the merger is Southeastern Headquarters, Inc., a Florida corporation, which will continue its existence as said surviving corporation upon the effective date of said merger pursuant to the provisions of the Florida Business Corporation Act.

III.

The Agreement and Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by the shareholders of each of the constituent corporations which is a party to the merger in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code and Section 607.0704 of the Florida Business Corporation Act.

IV.

The executed Agreement and Plan of Merger is on file at the principal place of business of Southeastern Headquarters, Inc., which is: 11098 Biscayne Boulevard, Suite 402, Miami, Florida 33161.

V.

A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of the constituent corporations.

VI.

The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate of Merger and payment therefor in accordance with Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the parties have executed this Certificate of Merger as of this ____ day of May, 1999.

SOUTHEASTERN HEADQUARTERS, INC.,
a Florida corporation

By: _____
Charles Bedzow, President

JASON'S PACIFIC PROPERTIES
OF GA, INC., a Georgia corporation

By: _____
Charles Bedzow, Chief Executive Officer

EXHIBIT TO AGREEMENT AND PLAN OF MERGER

**ARTICLES OF MERGER OF
JASON'S PACIFIC PROPERTIES OF GA., INC.,
a Georgia corporation
INTO
SOUTHEASTERN HEADQUARTERS, INC.,
a Florida corporation**

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ARTICLE III

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The state of domicile of the nonsurviving corporation is: GEORGIA.

The date of qualification in Florida of the nonsurviving corporation is: NOT APPLICABLE.

ARTICLE IV

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The merger was adopted by a Joint Unanimous Consent of the Sole Shareholder and the Board of Directors of the nonsurviving corporation on May 14, 1999.

ARTICLE VII

These Articles of Merger will be effective upon filing with the Florida Secretary of State.

Date: May __, 1999.

SURVIVING CORPORATION:

SOUTHEASTERN HEADQUARTERS, INC., a
Florida corporation

By: _____
CHARLES BEDZOW, President

NON-SURVIVING CORPORATION:

JASON'S PACIFIC PROPERTIES OF GA., INC.,
a Georgia corporation

By: _____
CHARLES BEDZOW, Chief Executive Officer