

P94000070228

BRODY & BRODY, P.A.

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Suite 210  
Miami, Florida 33169

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FILED  
98 AUG 12 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 30, 1998

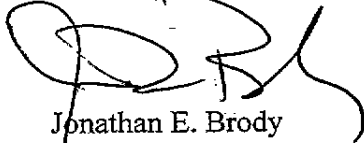
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: *Merger of DHM, Inc. and Kellner and Reiter, Inc.*

To whom it may concern:

Enclosed are the articles of merger and plan of merger of Kellner and Reiter, Inc., a Florida subsidiary corporation, into its parent corporation, DHM, Inc. Also enclosed is a check in the amount of \$70.00 representing the fees for the merger. Please return confirmation of the merger in the enclosed envelope.

Sincerely,



Jonathan E. Brody

Enclosures

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-08/12/98--01047--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

VS . AUG 19 1998

*Merger*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

KELLNER AND REITER, INC., a Florida corporation, 600273

INTO

DHM, INC., a Florida corporation, P94000070228.

File date: August 12, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER OF A  
FLORIDA SUBSIDIARY CORPORATION INTO  
ITS FLORIDA PARENT CORPORATION  
DHM, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §607.1104 and §607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Merger for the purpose of merging Kellner and Reiter, Inc., a subsidiary Florida corporation, into DHM, Inc., the undersigned Florida parent corporation, as the surviving corporation.

1. The Plan of Merger as set forth on *Exhibit "A"* hereto ("Plan of Merger"), was adopted by the board of directors of the undersigned, as the surviving corporation, in accordance with the Act on the date set forth below. The Plan of Merger was adopted without a vote of the shareholders pursuant to Florida Statutes §607.1104.

<u>Entity</u>	<u>Date</u>
DHM, Inc.	8/6/98

2. The number of outstanding shares of each class of the subsidiary corporation and the number of shares of each class owned by the surviving corporation are as follows:


<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corp.</u>
Kellner and Reiter, Inc.	500	Common	500

3. The undersigned parent corporation is the sole shareholder of the subsidiary corporation.

4. The effective date of the merger shall be the date on which these articles of merger are filed.

IN WITNESS WHEREOF, the parties hereto have duly executed these Articles of Merger.

DHM, Inc

  
By: Laurence Brody  
As: Chief executive Officer  
President

STATE OF FLORIDA

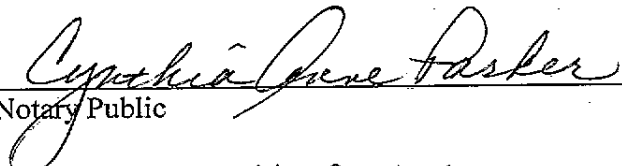
COUNTY OF DADE

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LAURENCE BRODY, known to me to be the person described in and who executed the attached, who acknowledged before me that he/she executed the same and an oath was taken. Said person is personally known to me or provided the following type of identification \_\_\_\_\_

Witness my hand and official seal in the County and State last aforesaid this 6<sup>th</sup> day of AUGUST, 1998.



CYNTHIA ANNE PARKER  
Comm. No. CC 413304  
My Comm. Exp. Oct. 13, 1998  
Bonded thru Pichard Ins. Agcy.

  
Notary Public  
CYNTHIA ANNE PARKER  
Printed Name

My Commission Expires: 10-13-98

**PLAN OF MERGER OF A  
FLORIDA SUBSIDIARY CORPORATION INTO  
ITS FLORIDA PARENT CORPORATION  
DHM, INC.**

1. **PARTIES TO THE MERGER.** The subsidiary corporation, namely, Kellner and Reiter, Inc. (the "Subsidiary Corporation") shall merge into its parent corporation, DHM, Inc. (the "Surviving Corporation").

2. **CONVERSION OF SUBSIDIARY SHARES.** The Surviving Corporation is the sole shareholder of the Subsidiary Corporation and, therefore, no shares of the Surviving Corporation shall be issued.

3. **DISSENTING SHAREHOLDERS.** The Surviving Corporation is the sole shareholder of the Subsidiary Corporation and, therefore, there are no dissenting shareholders of the Subsidiary Corporation.

4. **NO CHANGE TO ARTICLES.** This merger shall result in no changes to the articles of incorporation of the Surviving Corporation.