

P98000019993

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

## MUTUAL HOLDINGS, INC.

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

*Barbara*

January 9, 2004

MUTUAL HOLDINGS, INC.  
6301 BISCAYNE BLVD.  
SUITE 109  
MIAMI, FL 33138US

SUBJECT: MUTUAL HOLDINGS, INC.  
REF: P98000019993

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.

Please select only one method of adoption for each corporation in the merger.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Teresa Brown  
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

RIGHT FAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 5, 2004

MUTUAL HOLDINGS, INC.  
6301 BISCAYNE BLVD.  
SUITE 109  
MIAMI, FL 33138US

SUBJECT: MUTUAL HOLDINGS, INC.  
REF: P98000019993

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 date of adoption by either the board of directors or shareholders of the merging corporation is not indicated in paragraph SIXTH. One manner of adoption should be reflected.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne  
Senior Section Administrator

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

JAN-09-2004 09:39

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## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Mutual Holdings, Inc.	Florida	P98000019993

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Katz Holdings, Inc.	Florida	P00000024872

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR       /      /       (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
December 8, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
December 8, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Mutual Holdings, Inc.

*E. Moody*  
*E. Moody*

Gene Moody, President

Katz Holdings, Inc.

Gene Moody, President

**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Mutual Holdings, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Katz Holdings, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

The Sole Director and Officer of Mutual Holdings, Inc., shall be GENE MOODY.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE exhibit "A" attached hereto and made a part  
(Attach additional sheets if necessary)      *leaf.*

"exhibit A"

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit: **A**

See the Amendment to the Articles of Incorporation of Surviving Corporations attached hereto and made a part hereof.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
MUTUAL HOLDINGS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NONE

THIRD: The date of each amendment's adoption:  
DECEMBER 8, 2003

FOURTH: Adoption of Amendment's) (CHECK ONE)

Article 5 of the Articles of Incorporation of Mutual Holdings, Inc. entitled "OFFICERS" is hereby amended as follows:

The officers of the Corporation shall be:

President:	Gene Moody
Vice-President:	Gene Moody
Secretary:	Gene Moody
Treasurer:	Gene Moody

All other officers are hereby deleted.

Article 6 of the Articles of Incorporation of Mutual Holdings, Inc. entitled "DIRECTORS" is hereby amended as follows:

The sole Director(s) of the corporation shall be:

GENE MOODY  
6301 BISCAYNE BOULEVARD  
SUITE 109  
MIAMI, FLORIDA 33138

All other directors are hereby deleted.



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— The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

— The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by

\_\_\_\_\_." voting group

X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

— The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17 th day of December, 2003

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR  
Kurt Moody, Director  
(By a director if adopted by the directors)  
KURT MOODY, DIRECTOR  
Ardyn Moody, Director  
(By a director if adopted by the directors)  
ARDYN MOODY, DIRECTOR  
 OR

\_\_\_\_\_  
(By an incorporator if adopted by the incorporators)

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