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FLORIDA DIVISION OF CORPORATIONS

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FROM: HODGSON, RUSS, ANDREWS, ET AL
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NAME: WINDSOR DISTRIBUTING, INC.
AUDIT NUMBER.....H98000015943
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TALLAHASSEE, FLORIDA

Merger

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8/26/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINDSOR DISTRIBUTING, INC., a Colorado corporation not qualified to
transact business in the State of Florida

INTO

WINDSOR DISTRIBUTING, INC., a Florida corporation, P98000074595

File date: August 26, 1998

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

OF

WINDSOR DISTRIBUTING, INC.
(a Colorado corporation)

with and into

WINDSOR DISTRIBUTING, INC.
(a Florida corporation)

FILED
98 AUG 26 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. WINDSOR DISTRIBUTING, INC., a Colorado corporation ("Windsor Colorado"), shall be merged with and into WINDSOR DISTRIBUTING, INC., a Florida corporation ("Windsor Florida"), which shall be the surviving corporation.

2. The merger shall become effective upon the date of filing the Articles of Merger (the "Effective Date").

3. The Agreement and Plan of Merger dated as of 24th day of July 1998, pursuant to which Windsor Colorado, shall be merged with and into Windsor Florida was adopted by the shareholders of Windsor Colorado on July 24 1998, and adopted by the shareholders of Windsor Florida on July 24, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of July 24, 1998.

WINDSOR DISTRIBUTING, INC.,
a Colorado Corporation

By Jonathan A. Karalekas, President
Jonathan A. Karalekas, President

THIS INSTRUMENT PREPARED BY:
Susan K. Baumel, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone (561) 394-0500
Florida Bar No. 284351

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WINDSOR DISTRIBUTING, INC.,
a Florida Corporation

By Jonathan A. Karalekas
Jonathan A. Karalekas
President

STATE OF FLORIDA }
COUNTY OF PAUM BEACH } SS

The foregoing instrument was acknowledged before me this 24th day of JULY, 1998 by Jonathan Karalekas, as President of Windsor Distributing, Inc., a Florida corporation, and Windsor Distributing, Inc., a Colorado corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did take an oath.

NOTARY PUBLIC:

sign Tracey A. Testa

print TRACEY A. TESTA
State of Florida at Large (Seal)
My Commission Expires: March 18, 2001



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PLAN OF MERGER
OF
WINDSOR DISTRIBUTING, INC.,
A COLORADO CORPORATION
WITH AND INTO
WINDSOR DISTRIBUTING, INC.,
A FLORIDA CORPORATION

The following Plan of Merger has been adopted by the Board of Directors and Shareholders of Windsor Distributing, Inc., a Colorado Corporation and Windsor Distributing, Inc., a Florida Corporation, pursuant to Section 607.1101 of the Florida Business Corporation Act:

1. The names of the Corporations planning to merge are Windsor Distributing, Inc., a Colorado Corporation and Windsor Distributing, Inc., a Florida Corporation. The name of the surviving Corporation is Windsor Distributing, Inc., a Florida Corporation.
2. The terms and conditions of the proposed merger are as follows:
 - (a) The merger shall be effective on the date the Articles of Merger of the constituent Corporations are filed by the Secretary of State of Florida and Secretary of State of Colorado.

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(b) Upon the merger becoming effective, each share of Windsor Distributing, Inc., a Colorado Corporation shall be cancelled.

(c) The effect of the merger shall be the effect prescribed in Section 607.1106 of the Florida Business Corporation Act.

(d) The By-laws of Windsor Distributing, Inc., a Florida Corporation, the surviving entity, as they shall exist on the effective date of the merger, shall continue in full force and effect and until the same shall be altered, amended or repealed as therein provided.

(e) From and after the effective date of the merger, the Board of Directors of Windsor Distributing, Inc., a Florida Corporation, the surviving entity, shall continue in office until their successors are elected and qualified or until their earlier death, resignation or removal. If at or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, such vacancy may thereafter be filled in the manner provided by law and the By-laws of the surviving corporation.

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(f) From and after the effective date of the merger, the officers of Windsor Distributing, Inc., a Florida Corporation, the surviving entity, shall continue in office in the same capacity or capacities, until their successors are elected and qualified or until their earlier death, resignation or removal.

Dated: July 24, 1998

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