

338353

ROBERT A. HUTH, JR., P.L.

A PROFESSIONAL LIMITED LIABILITY COMPANY

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SUITE 260-W
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 392-1800
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ROBERT A. HUTH, JR., J.D., LL.M.
Board Certified - Wills, Trusts & Estates

Of Counsel:
RUDOLF & HOFFMAN, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 11 PM 4:04

FORT LAUDERDALE OFFICE
615 NORTHEAST THIRD AVENUE
FORT LAUDERDALE, FL 33304

TELEPHONE (954) 462-2270
FACSIMILE (954) 462-2274

September 9, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Roepnack Corporation and Roepnack Enterprises, Inc.

To Whom It May Concern:

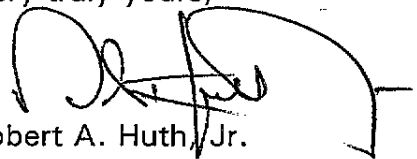
Enclosed please find an original and one copy of the Articles of Merger and Plan of Merger for Roepnack Corporation, a Florida corporation, and Roepnack Enterprises, Inc., a Florida corporation. Also enclosed please find a check in the amount of \$78.75 to cover the following costs:

\$70.00	Filing Fee
\$ 8.75	Certified Copy

If the enclosed documents meet with your approval, please file them with your Office and return a certified copy to the attention of the undersigned.

If you have any questions with regard to the enclosed, please feel free to contact the undersigned.

Very truly yours,


Robert A. Huth, Jr.

RAH:llb
Enclosures

Merger

V SHEPARD SEP 19 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROEPNACK ENTERPRISES, INC., a Florida corporation, G36136

INTO

ROEPNACK CORPORATION, a Florida entity, 338353

File date: September 11, 2002

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
ROEPNACK ENTERPRISES, INC., A FLORIDA CORPORATION
INTO
ROEPNACK CORPORATION, A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 11 PM 4:04

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NUMBER</u>
Roepnack Corporation	Florida	338353

SECOND: The name and jurisdiction of the merging corporation:

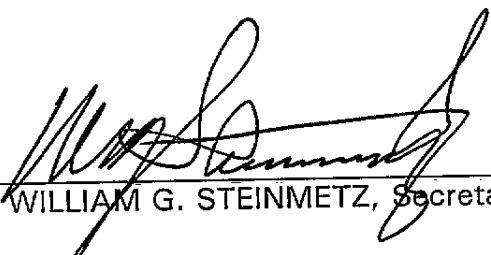
<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NUMBER</u>
Roepnack Enterprises, Inc.	Florida	G36136

THIRD: The Plan of Merger is attached.

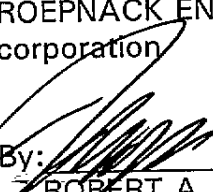
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

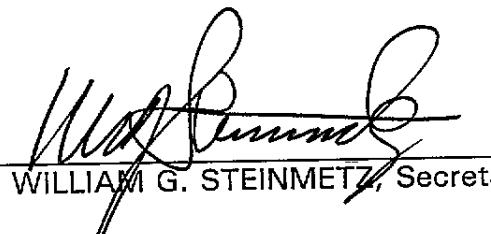
FIFTH: The Plan of Merger was adopted by all of the Directors and Shareholders of the surviving corporation on 13 August, 2002 and by all of the Directors and Shareholders of the merging corporation on 13 August, 2002.

IN WITNESS WHEREOF, the parties have set their hands this 13 day of AUGUST, 2002.

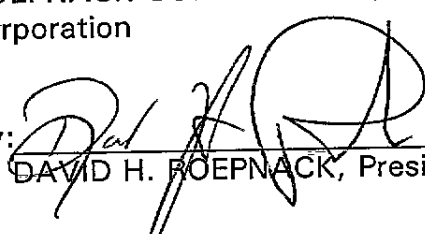
By: 
WILLIAM G. STEINMETZ, Secretary

ROEPNACK ENTERPRISES, INC., Florida
corporation

By: 
ROBERT A. ROEPNACK, President

By: 
WILLIAM G. STEINMETZ, Secretary

ROEPNACK CORPORATION, a Florida
corporation

By: 
DAVID H. ROEPNACK, President

**PLAN AND AGREEMENT OF MERGER
OF
ROEPNACK ENTERPRISES, INC., A FLORIDA CORPORATION
INTO
ROEPNACK CORPORATION, A FLORIDA CORPORATION**

This is a Plan and Agreement of Merger ("Agreement") between ROEPNACK ENTERPRISES, INC., a Florida corporation (the "Disappearing Corp."), and ROEPNACK CORPORATION, a Florida corporation (the "Surviving Corp."), (collectively the "Constituent Corporations"). A Plan of Merger ("Plan") in accordance with Section 607.1105 of the Florida Statutes, is adopted as follows:

1. Merger. Roepnack Enterprises, Inc., a Florida corporation, shall be merged into Roepnack Corporation, a Florida corporation, to exist and be governed by the laws of the State of Florida. The name of the surviving corporation shall be ROEPNACK CORPORATION.

2. Articles of Incorporation. The Articles of Incorporation and all amendments to date of the Surviving Corp., as in effect immediately before the effective date of the merger shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the effective date until further amended as permitted by law.

3. Conversion of Stock. The Shareholders of the Disappearing Corp. will surrender all of their shares in the manner hereinafter set forth. In exchange for the shares of the Disappearing Corp. surrendered by its Shareholders, the Surviving Corp. will issue and transfer to the Shareholders, shares of its common stock on the following basis: upon the effective date, each share of Common Stock of the Disappearing Corp. that shall be issued and outstanding at that time shall be converted into and exchanged into one (1) share of the Common Stock of the Surviving Corp. in accordance with this Plan. Each share of the Surviving Corp.'s stock that is issued and outstanding on the effective date shall continue as outstanding shares of the Surviving Corp.'s stock.

4. Satisfaction of Rights of the Disappearing Corp. Shareholders. All shares of the Surviving Corp.'s stock into which shares of the Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. Fractional Shares. Fractional shares of the Surviving Corp.'s stock will not be issued. Any fractional share interest will result in the adjustment of the number of shares upward or downward to the nearest whole share.

6. Effect of Merger. On the effective date, the separate corporate existence of the Disappearing Corp. shall cease, and the Surviving Corp. shall be fully vested in and shall succeed, without other transfer, to all the rights, privileges, immunities, powers, franchises and property of the Disappearing Corp. and shall be subject to all the debts restrictions, liabilities, disabilities, and duties of the Disappearing Corp. in the same manner as if the Surviving Corp. had itself incurred them. The Surviving Corp. will carry on business with the assets of the Disappearing Corp., as well as with the assets of the Surviving Corp. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

7. Supplemental Action. If at any time after the effective date the Surviving Corp. 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 the Surviving Corp. or the Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corp., 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 the Surviving Corp., or to otherwise carry out the provisions of this Plan.

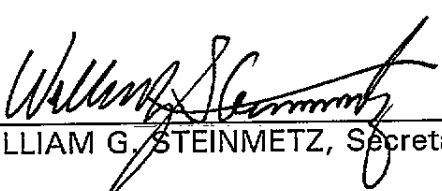
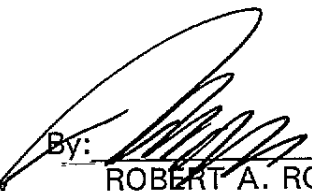
8. Filing with the Florida Secretary of State and Effective Date. Upon the closing, as provided in this Agreement of which this Plan is a part, the Disappearing Corp. and the Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and 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 to the Florida Secretary of State.

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of 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 the 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 the Florida Business Corporation Act.

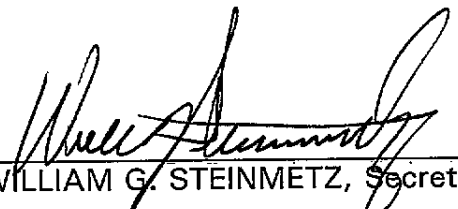
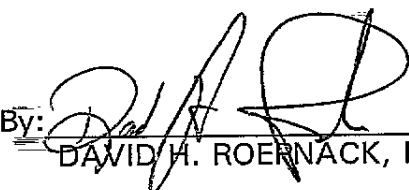
10. Termination. At any time before the effective date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the Shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 13 day of August 2002.

ROEPNACK ENTERPRISES, INC., a Florida corporation

By:  By: 
WILLIAM G. STEINMETZ, Secretary ROBERT A. ROEPNACK, President

ROEPNACK CORPORATION, a Florida corporation

By:  By: 
WILLIAM G. STEINMETZ, Secretary DAVID H. ROERNACK, President