

430751

**BALDWIN & MORRISON, P. A.**

ATTORNEYS & COUNSELLORS AT LAW

7100 SOUTH U. S. HIGHWAY 17-92

**FERN PARK, FLORIDA 32730-2092**

JOHN A. BALDWIN  
WILLIAM H. MORRISON  
CHRISTOPHER H. MORRISON

December 30, 1998

TELEPHONE  
(407) 834-1424  
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(407) 834-4845

VIA .FEDERAL EXPRESS

Louise Jackson  
Secretary of State Office  
409 E. Gaines Street  
Tallahassee, FL 32399

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-01/04/99--01007--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Merger of Bruce Eckstein, Inc., with Bruce Eckstein  
of Delaware, Inc.

Dear Ms. Jackson:

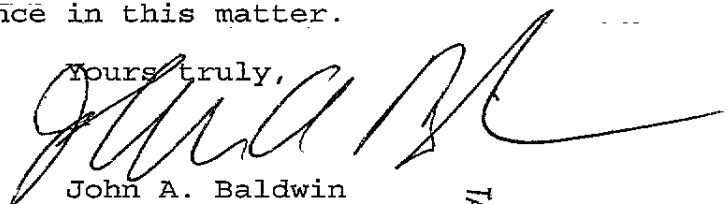
This letter is in response to my telephone conversation with  
you of December 30, 1998.

I have enclosed my check in the amount of \$78.75 to accomplish  
the above-described merger.

I am hereby requesting that you type in the words "Articles  
and" above the document entitled Plan of Merger, so that its title  
will read "Articles and Plan of Merger".

Thank you for your assistance in this matter.

Yours truly,



John A. Baldwin

JAB/br  
Enclosure

FILED  
98 DEC 29 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
LFS 1-4-99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BRUCE ECKSTEIN, INC., a Florida corporation (Document #430751)

INTO

**BRUCE ECKSTEIN OF DELAWARE, INC.**, a Delaware corporation not  
qualified in Florida

File date: December 29, 1998

Corporate Specialist: Louise Flemming-Jackson

FILED

98 DEC 29 AM 9:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER

PLAN OF MERGER dated the 28th day of December, 1998, between BRUCE ECKSTEIN OF DELAWARE, INC., and BRUCE ECKSTEIN, INC.

Bruce Eckstein of Delaware, Inc., is hereby designated as the surviving corporation and Bruce Eckstein, Inc., is hereby designated as the absorbed corporation.

WHEREAS, Bruce Eckstein of Delaware, Inc., is a corporation organized and existing under the laws of the State of Delaware, with its principal office at 7100 S. Highway 17-92, Fern Park, Florida 32730, and

WHEREAS, Bruce Eckstein of Delaware, Inc., has a capitalization of 1,000 authorized shares of common stock, having a par value of \$1.00, of which 100 shares are issued and outstanding, and

WHEREAS, Bruce Eckstein, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7100 S. Highway 17-92, Fern Park, Florida 32730, and

WHEREAS, Bruce Eckstein, Inc., has a capitalization of 1,000 authorized shares of common stock, having a par value of \$1.00, of which 100 shares are issued and outstanding.

The Boards of Directors of the constituent corporations deem it advisable and in the best interests of the corporations and their stockholders that Bruce Eckstein, Inc., be merged into Bruce Eckstein of Delaware, Inc., pursuant to the provisions of Section 607.214, et seq., of the Florida General Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. MERGER. Bruce Eckstein, Inc., a Florida corporation, shall merge with and into Bruce Eckstein of Delaware, Inc., which shall be the surviving corporation. The effective date of the merger shall be December 28, 1998.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the

rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of common stock of Bruce Eckstein, Inc., issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of Bruce Eckstein of Delaware, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent. On receipt of such certificate, the surviving corporation shall issue in exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall be entitled to dividends payable on shares of stock in the surviving corporation upon execution of this agreement. Stockholders shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation, BRUCE ECKSTEIN OF DELAWARE, INC., shall continue to be its articles of incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS. The bylaws of the surviving corporation, BRUCE ECKSTEIN OF DELAWARE, INC., shall continue to be its bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation, BRUCE ECKSTEIN OF DELAWARE, INC., shall continue as directors and officers of the surviving corporation until their successors have been elected or appointed and qualified.

7. APPROVAL BY STOCKHOLDERS. This Plan of Merger shall be

submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the States of Delaware and Florida at meetings to be held on or before the 28th day of December, 1998, or at such other times as to which the boards of directors of the constituent corporations may agree.

8. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the date when articles of merger are filed by the Delaware Department of State.

9. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

BRUCE ECKSTEIN OF DELAWARE, INC.

By: Bruce Eckstein  
President

ATTEST

Bruce Eckstein  
Secretary

BRUCE ECKSTEIN, INC.

By: Bruce Eckstein  
President

ATTEST

Bruce Eckstein  
Secretary

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Personally appeared before me, a notary public in and for the county and state aforesaid, BRUCE ECKSTEIN, President and Secretary of BRUCE ECKSTEIN OF DELAWARE, INC., and BRUCE ECKSTEIN, INC., with whom I am personally acquainted, and who acknowledged that he executed the foregoing Plan of Merger on behalf of BRUCE ECKSTEIN OF DELAWARE, INC., and BRUCE ECKSTEIN, INC., pursuant to authority duly granted by their boards of directors.

WITNESS my hand and official seal at Fern Park, Seminole County, Florida, this 28th day of December, 1998.

John A. Baldwin  
Notary Public



SPECIAL STOCKHOLDERS MEETING

OF

BRUCE ECKSTEIN, INC.

A special stockholders meeting of BRUCE ECKSTEIN, INC., was held on the 28th day of December, 1998, at 3:30 P.M. The meeting was held immediately after the directors meeting of the corporation.

The following stockholders were present: Bruce Eckstein, being all of the stockholders of the corporation.

The stockholders confirmed the appointment of Bruce Eckstein to the Board of Directors of the corporation.


It was noted that the Board of Directors of the corporation had approved a Plan of Merger at a meeting of directors held immediately before the stockholders meeting on the 28th day of December, 1998, and ordered such Plan to be submitted to the stockholders for approval at this meeting as provided by law.

The Plan of Merger was submitted and discussed and a copy directed to be attached to the minutes of this meeting. The stockholders, by their execution of these minutes, do hereby acknowledge the receipt of a copy of the Plan of Merger and waive any notice of this meeting.

Upon motion duly made and carried, the stockholders unanimously approved and ratified the Plan of Merger dated December 28, 1998, between BRUCE ECKSTEIN OF DELAWARE, INC., and BRUCE ECKSTEIN, INC., and directed the secretary of the corporation to insert a copy of such Plan in the minute book of the corporation immediately following the minutes of this meeting.

It was further resolved that the officers of BRUCE ECKSTEIN, INC., are hereby authorized and directed to execute all documents and to take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

Upon motion duly made, the meeting was adjourned.

  
Bruce Eckstein, Sole Stockholder  
of Bruce Eckstein, Inc.