

477092

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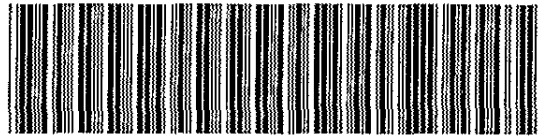
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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

HILL RANCH, INC., A FLORIDA CORPORATION, 182773

INTO

BHK, INCORPORATED, a Florida entity, 477092.

File date: January 27, 2003

Corporate Specialist: Pamela Smith

ALLAN L. HOFFMAN, P.A.
ATTORNEY AT LAW
1610 Southern Blvd.
W. Palm Beach, Fl 33406-3242
561-478-7066 fax 478-7067
email alh1@juno.com
Wednesday, January 22, 2003

Ms. Anna Chestnut
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: My file 03-02
Bhk v. Hill Ranch

Dear Ms. Chestnut:

Enclosed please find Articles of Merger and a Plan of Merger for BHK, Incorporated and Hill Ranch, Inc. I enclose my check in the amount of \$70.00. I would appreciate it if you would file this, returning a copy to me. Let me know if you need anything further and thank you in advance for your assistance.

Sincerely,



Allan L. Hoffman

Enclosure

ARTICLES OF MERGER

Pursuant to Section 607.1101 of the Florida General Corporation Act, HILL RANCH, INC., a Florida corporation, and BHK, INCORPORATED, a Florida corporation, adopt the following articles of merger for the purposes of merging HILL RANCH, Inc., into BHK, INCORPORATED, Inc., the latter of which is to survive the merger.

ARTICLE I

That certain plan and agreement of merger ("the agreement") dated January 1, 2003, by and between HILL RANCH, INC., a Florida corporation, attached and made a part of this instrument, was duly approved by the shareholders of HILL RANCH, INC., and BHK, INCORPORATED, pursuant to Section 607.221 of the Florida General Corporation Act ("the act") on January 1, 2003.

ARTICLE II

Of the 500 outstanding shares of common stock, par value \$1.00 per share, of HILL RANCH, INC., entitled to vote as a class upon the agreement, the holders of 500 of those shares voted in favor of and authorized the agreement in accordance with Section 607.221 of the act.

Of the 500 outstanding shares of the common stock, par value of \$1.00 per share, of BHK, INCORPORATED, entitled to vote as a class upon the agreement, the holders of 500 of these shares have voted in favor of and authorized the agreement in accordance with Section 607.221 of the act.

IN WITNESS WHEREOF the parties to these articles of merger have caused them to be duly executed by their respective authorized officers.

ATTEST: HILL RANCH, INC.

By Mona L. Miller, Secretary

Mona L. Miller, Secretary

By Howard E. Hill, President

Howard E. Hill, President

ATTEST: BHK, INCORPORATED

By Mona L. Miller, Secretary

Mona L. Miller, Secretary

By Howard E. Hill, President

Howard E. Hill, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 day of January, 2003, by Howard E. Hill, Calvin D. Alston and Mona L. Miller, who are personally known to me and who did take an oath.

Barbara H. Alston
Notary Public



Barbara H. Alston
Commission # DD091964
Expires Feb. 13, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER dated January 1, 2003, by and between BHK, INCORPORATED, and HILL RANCH, INC., is as follows:

1. BHK, INCORPORATED, and HILL RANCH, INC., agree that HILL RANCH, INC., shall be merged into BHK, INCORPORATED, as a single corporation, upon the terms and conditions of this agreement and that BHK, INCORPORATED, shall continue under the laws of the State of Florida as the surviving corporation (the "surviving corporation"), and they further agree as follows:

a. The purposes, the registered agent, the address of the registered office, number of directors and the capital stock of the surviving corporation shall be as appears in the article of incorporation of BHK, INCORPORATED. The terms and provisions of the articles of incorporation are incorporated in this agreement. From and after the effective date and until further amended, altered or restated as provided by law, the articles of incorporation separate and apart from this agreement shall be and may be separately certified as the articles of incorporation of the surviving corporation.

b. The bylaws of BHK, INCORPORATED, in effect on the effective date shall be the bylaws of the surviving corporation.

c. The persons who upon the effective date of the merger shall constitute the officers and members of the board of directors of the surviving corporation shall be the persons constituting the board of directors of BHK, INCORPORATED, on the effective date.

2. This agreement shall be submitted to the shareholders of BHK, INCORPORATED, and HILL RANCH, INC. (the "constituent corporations") for their consent and approval in accordance with the Florida General Corporation Act or for consideration at a meeting of the shareholders in accordance with Section 607.1103 of the act on January 1, 2003, and January 1, 2003, respectively (or such later date as the boards of directors of BHK, INCORPORATED, and HILL RANCH, INC., shall mutually approve) and if it is adopted and approved in accordance with the laws of that state, as promptly as practicable thereafter, the fact that this agreement has been adopted and approved as above provided shall be certified by their respective secretaries and this agreement and appropriate articles of merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida. The merger of HILL RANCH, INC., into BHK, INCORPORATED, shall become effective upon the filing of this agreement and appropriate articles of merger with the office of the Secretary of State of Florida. The date on which the merger of HILL RANCH, INC., into BHK, INCORPORATED, becomes effective is called in this instrument the "effective date" of the merger.

3. When this agreement shall have been approved, signed, acknowledged and filed, the separate existence of HILL RANCH, INC., shall cease and HILL RANCH, INC., shall be merged into the surviving corporation in accordance with this agreement, and the surviving corporation shall continue unaffected and unimpaired by the merger and shall and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations; and all debts, liabilities and duties of the constituent corporations shall then attach to the surviving corporations and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The manner and basis of converting and exchanging the shares of HILL RANCH, INC., shall be as follows:

a. On the effective date each share of common stock, par value \$1.00 per share, issued and outstanding immediately before the effective date, by virtue of the merger and without any action on the part of the holder of shares of HILL RANCH, INC., stock, shall be converted into and exchanged for 1/5 shares of BHK, INCORPORATED, common stock, par value \$1.00 per share.

b. Each issued and outstanding share of common stock, par value \$1.00 per share, of BHK, INCORPORATED, shall continue as one share of common stock, par value \$1.00 per share of the surviving corporation.

5. As soon as practicable after the effective date, BHK, INCORPORATED, shall issue and deliver, in accordance with this Paragraph 5, to the shareholders of HILL RANCH, INC., certificates for the number of whole shares of stock to which they shall have become entitled under this agreement.

6. All shares of HILL RANCH, INC., stock for and into which shares of BHK, INCORPORATED stock shall have been converted and exchanged pursuant to this agreement shall be deemed to have been issued in full satisfaction of all

rights pertaining to the converted and exchanged shares.

7. Each corporation represents and warrants to and agrees with the other as follows:

a. Both corporations are a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and as full corporate power and authority to carry on its business as it is now being conducted and to own and lease property and is duly qualified or authorized to do business and is in good standing in each jurisdiction in which the character and location of the properties owned or leased by it or the nature of the business transacted by it makes those qualifications or authorizations necessary.

b. HILL RANCH, INC., owns good and merchantable title free and clear of any liens, claims, encumbrances, options, charges or assessments to all of its properties and other assets used in connection with its business.

8. This agreement embodies the entire agreement between the parties. There have been and are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this agreement. This agreement may only be modified by a written agreement signed by both parties.

9. This agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon BHK, INCORPORATED, and HILL RANCH, INC., and their respective successors and assigns; nothing in this agreement, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this agreement.

IN WITNESS WHEREOF the duly authorized officers of the constituent corporations BHK, INCORPORATED, and HILL RANCH, INC., acting through their duly authorized officers, all parties to this agreement, this date, have signed this plan and agreement of merger.

ATTEST: HILL RANCH, INC.

By Mona L. Miller
Mona L. Miller, Secretary

By

Howard E. Hill
Howard E. Hill, President

ATTEST: BHK, INCORPORATED,

By Mona L. Miller
Mona L. Miller, Secretary

Howard E. Hill
Howard E. Hill, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 day of January, 2003, by Howard E. Hill, Calvin D. Alston, and Mona L. Miller, who are personally known to me and who did take an oath.

Barbara H. Alston
Notary Public

