

531415

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MK ENTERPRISES, INC., a Fla. corp., (531415)

INTO

CORPAMER

MK ENTERPRISES LLP, a Florida entity, .

GP0100000666

BK

File date: May 29, 2001

Corporate Specialist: Buck Kohr

700004334957--3

Account number: 072100000032

Amount charged: 60.00

ARTICLES OF MERGER

To Merge

MK ENTERPRISES, INC.

Into

MK ENTERPRISES LLP

531418
690100000666
01 MAY 29 PM 2:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MK ENTERPRISES, INC. ("MKI"), a Florida corporation, and MK ENTERPRISES LLP ("MKLLP"), a Florida limited liability partnership, execute the following Articles of Merger pursuant to section 607.1109 of the Florida Business Corporation Act (the "Florida Act") to effectuate a merger of MKI with and into MKLLP (the "Merger"):

ARTICLE I
PLAN OF MERGER

The plan of merger of MKI into MKLLP (the "Plan of Merger") is as follows:

1.1 The Merger.

Subject to the terms and conditions of this Plan of Merger and in accordance with the Florida Act, MKI will be merged with and into MKLLP and the Merger will become effective as of the date and time when these Articles of Merger are filed with the Department of State of Florida (the "Effective Time"). As a result of the Merger, MKLLP will continue as the surviving limited liability partnership (the "Surviving Partnership") and will be governed by the laws of the State of Florida. As a result of the Merger, the separate existence of MKI as a corporation will cease at the Effective Time. Promptly after these Articles of Merger are fully executed, MKLLP shall deliver them to the Department of State of Florida for filing and pay to the Department all fees required for their filing and to effectuate the Merger.

1.2 Conversion of Membership Interests.

At the Effective Time and pursuant to the Merger, all issued shares in MKI will be converted into partnership interests in MKLLP, without any further action by the shareholders or directors of MKI. Specifically, the shares in MKI of Melvyn J. Katzen will be converted into a 50% partnership interest in MKLLP and the shares in MKI of Jillian Ann Katzen will be converted into 50% partnership interest in MKLLP.

1.3 Effects of Merger.

The Merger will have the legal effects prescribed by section 607.1108 of the Florida Act.

1.4 Governing Documents of Surviving Partnership.

The Partnership Agreement of MKLLP in effect at the Effective Time will be the partnership agreement of the Surviving Partnership, until amended in accordance with their terms and the Revised Uniform Partnership Act of 1995.

1.5 Further Assurances.

At any time and from time to time after the Effective Time, at the request of MKLLP (or any assignee or successor of MKLLP), the president and/or the members of the board of directors of MKI last in office shall execute and deliver to MKLLP (or any assignee or successor of MKLLP) any new, additional, or confirmatory deed, agreement, instrument, or other document, and take or cause to be taken all further action, as is necessary or appropriate to vest, record, confirm, perfect, or otherwise establish the right, title, and interest of MKLLP (or any assignee or successor of MKLLP) in and to all rights, powers, property, franchises, immunities, and privileges of MKI or to otherwise carry into effect the intent and purposes of this Plan of Merger.

1.6 Amendment or Abandonment.

A waiver, amendment, modification, or termination of this Plan of Merger or any provision of it will be valid and effective only if approved by all the members of MKI and all the partners of MKLLP.

ARTICLE II
EFFECTIVE DATE OF MERGER

The Merger will become effective at the Effective Time.

ARTICLE III
MERGER APPROVAL AND ADOPTION OF PLAN OF MERGER

The Merger was approved and the Plan of Merger was adopted by MKI and MKLLP as of April 1, 2001, by unanimous written consent of the directors and shareholders of MKI and all the partners of MKLLP, in accordance with the laws of the State of Florida. The shareholders of MKI and the partners of MKLLP have waived the statutory requirement that a copy of the Plan of Merger be mailed to them.

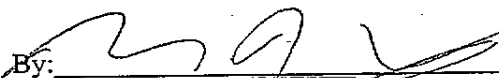
ARTICLE IV
ADMINISTRATIVE MATTERS

The executed Plan of Merger is on file at the principal place of business of MKLLP located at 329 East Olympia Avenue, Punta Gorda, Florida 33950, and a copy of the Plan of Merger will be furnished by MKLLP on request and without cost to any shareholder of MKI or any partner of MKLLP.

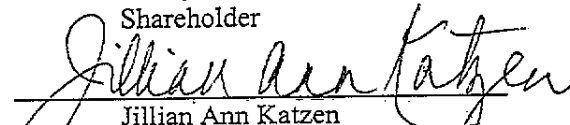
[SIGNATURES ON NEXT PAGE]

EXECUTED: May __, 2001.


MK ENTERPRISES, INC.,
a Florida corporation

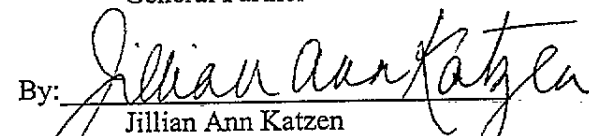
By: 
Melvyn J. Katzen
President

Melvyn J. Katzen
Shareholder


Jillian Ann Katzen
Shareholder

MK ENTERPRISES LLP,
a Florida limited liability partnership

By: 
Melvyn J. Katzen
General Partner

By: 
Jillian Ann Katzen
General Partner

FILED
01 MAY 29 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MK ENTERPRISES, INC.,
a Florida Corporation**

WRITTEN CONSENT TO ACTION

The following Written Consent to Action is executed and approved by all of the shareholders and directors of MK Enterprises, Inc., a Florida corporation. This Written Consent to Action is executed pursuant to Florida Statutes, §607.0821 and 607.0704.

RESOLVED, that the corporation be merged into MK Enterprises, a Florida limited liability partnership.

FURTHER RESOLVED that the Articles of Merger attached to this Written Consent as Exhibit A is approved.

FURTHER RESOLVED that the officers are authorized to execute any and all documents necessary to accomplish the merger in accordance with the Articles of Merger.

IN WITNESS WHEREOF, this Written Consent to Action is executed as of the dates indicated below.


JILLIAN A. KATZEN


MELVYN J. KATZEN

01 MAY 29 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED