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May 25, 2001

Department of State  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

608007

FILED  
MAY 29 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: **ARTICLES OF MERGER OF SOUTH FLORIDA MOVING & STORAGE, Inc. into  
POPE MOVING & STORAGE SERVICES, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the above referenced Articles and Plan of Merger. Please file the original Articles and return the copy to me with the filing confirmation letter at the mailing address below:

Jeffrey J. Needle, Esq.  
Jeffrey J. Needle, P.A.  
1895 W. Commercial Blvd., Suite 135  
Ft. Lauderdale, Florida 33309

EFFECTIVE DATE  
06-01-01

300004325893--5  
-05/29/01--01139--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

I have enclosed a check in the amount of \$70.00 representing the costs of filing the Articles of Merger (\$35.00 per party). The effective date of the Articles of Merger is designated in the Articles as **June 1, 2001**.

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact me at the above number.

Sincerely,

Merger  
6-8-01  
JAS

Jeffrey J. Needle, Esq.  
For the Firm

Enclosure

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SOUTH FLORIDA MOVING & STORAGE, INC., a Florida corporation,  
P95000009423

INTO

**POPE MOVING & STORAGE SERVICE, INC.,** a Florida entity, 608007.

File date: May 29, 2001 , effective June 1, 2001

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER  
OF  
SOUTH FLORIDA MOVING & STORAGE, Inc., a Florida Corporation,  
into  
POPE MOVING & STORAGE SERVICE, Inc., a Florida Corporation**

**FILED**  
01 MAY 29 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Pope Moving & Storage Service, Inc., a Florida corporation and South Florida Moving & Storage, Inc., a Florida corporation.

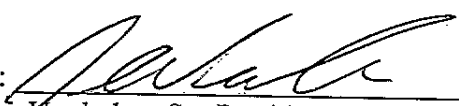
Under §607.1105 of the Florida Business Corporation Act (the "Act"), Pope Moving & Storage Service, Inc. and South Florida Moving & Storage, Inc. adopt the following Articles of Merger.

1. The Plan of Merger between Pope Moving & Storage Service, Inc. and South Florida Moving & Storage, Inc. was approved and adopted by the shareholders of South Florida Moving & Storage, Inc. on May 15, 2001, and was adopted by the Board of Directors of Pope Moving & Storage Service, Inc. on May 15, 2001, because shareholder approval of the Plan of Merger is not required by the shareholders of Pope Moving & Storage Inc. by §607.1103(7) and §607.1103(1) of the Act.
2. Under the Plan of Merger, all issued and outstanding shares of South Florida Moving & Storage, Inc.'s stock will be acquired by means of a merger of South Florida Moving & Storage, Inc. into Pope Moving & Storage Service, Inc. the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on June 1, 2001.

IN WITNESS WHEREOF, the parties have set their hands on May 15, 2001.

ATTEST:

Pope Moving & Storage Service, Inc.  
a Florida corporation

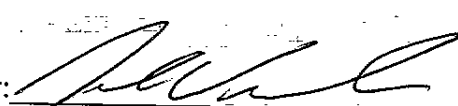
By:   
John Verderber, Sr., President  
(Corporate Seal)

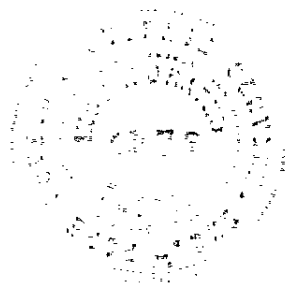
ATTEST:

**EFFECTIVE DATE**

06-01-01

South Florida Moving & Storage, Inc.  
A Florida Corporation

By:   
John Verderber, Sr., President  
(Corporate Seal)



## **PLAN OF MERGER**

Merger between Pope Moving & Storage Service, Inc. (the "Surviving Corp.") and South Florida Moving & Storage (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp. in effect immediately before the Effective Date of the Merger (the "Effective Date") 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.
2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 1/16 of a share of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of 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.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date 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 Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of 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 Surviving Corp., or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on 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 by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be June 1, 2001.

7. 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 §607.1103 of the Act.

8. 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.