

Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
MICHAEL J. GOLUB

620 164

SUITE 329
1156 15TH STREET, N.W.
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887
Facsimile: (202) 785-8882

October 23, 1997

Secretary of State of Florida
Limited Partnership Division
P.O. Box 6327
Tallahassee, Florida 32314

200002330372--8
-10/27/97-01103-018
*****70.00 *****70.00

Re: Merger of:
J. Spargo and Associates, Incorporated,
a Florida corporation
into
J. Spargo and Associates, Incorporated,
a Virginia corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 27 PM 2:00

APPROVED
AND
FILED

Dear Sir or Madam:

We are enclosing for filing one original and one copy of Articles of Merger. Please cause the Articles to be filed as quickly as possible.

Also enclosed is a check in the amount of \$70 to cover the filing fee (two corporations involved). If you have any questions, please telephone me at 202-785-8887.

Sincerely,

Michael J. Golub
Michael J. Golub

200002330372--8
-10/27/97-01103-018
*****70.00 *****70.00

enclosures
Saprgo\freorg-filingltr-merger-florida

620164
SP8
Merger
10-27-97

ARTICLES OF MERGER
Merger Sheet

MERGING:

J. SPARGO AND ASSOCIATES, INCORPORATED, a Florida corporation,
document #620164

INTO

J. SPARGO AND ASSOCIATES, INCORPORATED, a Virginia corporation not
qualified in Florida.

File date: October 27, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
J. SPARGO AND ASSOCIATES, INCORPORATED
(a Virginia corporation)
AND
J. SPARGO AND ASSOCIATES, INCORPORATED
(a Florida corporation)

TO: Florida Department of State
Division of Corporations
Tallahassee, Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 27 PM 2:00

APPROVED
AND
FILED

Pursuant to the provisions of Chapter 607.224 of the Statutes of Florida, the undersigned Corporations adopt the following Articles of Merger for the purpose of merging them into one of such Corporations:

FIRST: The names of the undersigned Corporations and the States under the laws of which they are incorporated are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
J. Spargo and Associates, Incorporated	Florida
J. Spargo and Associates, Incorporated	Virginia

SECOND: The Surviving Corporation is J. Spargo and Associates, Incorporated, a Virginia corporation, which is to be governed by the laws of the Commonwealth of Virginia.

THIRD: The Plan of Reorganization and Merger, set forth herein below, was authorized, approved, and adopted by the Unanimous Written Consent of the Stockholders and Directors of J. Spargo and Associates, Incorporated (the Virginia corporation) on October 1, 1997, in accordance with the laws of the Commonwealth of Virginia.

FOURTH: The Plan of Reorganization and Merger, set forth herein below, was authorized, approved and adopted by the

Unanimous Written Consent of the Stockholders and Directors of J. Spargo and Associates, Incorporated (the Florida corporation) on October 1, 1997, in accordance with the laws of the State of Florida.

FIFTH: The following Plan of Reorganization and Merger was approved and adopted by the Stockholders and Directors of the undersigned Corporations in the manner prescribed by their respective articles of incorporation and the laws of their states of incorporation:

1. Name of Corporations Planning to Merge. The names of each corporation planning to merge are as follows:
 - J. Spargo and Associates, Incorporated (a Florida corporation)
 - J. Spargo and Associates, Incorporated (a Virginia corporation)
2. Name of Surviving Corporation. J. Spargo and Associates, Incorporated, a Virginia corporation ("Spargo/Virginia") shall be the surviving corporation.
3. Terms and Conditions of Merger. On the Effective Date of the merger, as defined in Paragraph 5, each share of the outstanding stock of J. Spargo and Associates, Incorporated, a Florida corporation, shall be canceled and voided. Thereafter, each stockholder of J. Spargo and Associates, Incorporated, a Florida corporation ("Spargo/Florida"), will, after the Effective Date, be deemed to own shares of common stock of Spargo/Virginia in the same proportion as their ownership in Spargo/Florida prior to the merger.
4. Further Assurances. If at any time the surviving corporation shall determine that additional conveyances, documents or other actions are necessary to carry out the

provisions of this Plan of Merger, the officers and directors of Spargo/Virginia and Spargo/Florida, as of the Effective Date of this merger, shall execute such conveyances or documents or take such action.

5. Effective Date. The Effective Date of this merger shall be ~~September 15,~~ 1997.

OCTOBER 1,

JS *gms*

SIXTH: The Articles of Incorporation of J. Spargo and Associates, Incorporated (Virginia), the Surviving Corporation, will in no way be altered, amended or changed by the execution of these Articles of Merger, the Plan of Reorganization and Merger, or by any other document executed by either J. Spargo and Associates, Incorporated (Virginia) or J. Spargo and Associates, Incorporated (Florida) in furtherance of this merger.

SEVENTH: As to each of the undersigned Corporations, the number of shares outstanding is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
J. Spargo and Associates, Incorporated (Florida)	500
J. Spargo and Associates, Incorporated (Virginia)	500

EIGHTH: As to each of the undersigned Corporations, the total number of shares voted for such Plan is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Total Voted For</u>
J. Spargo and Associates, Incorporated (Florida)	500
J. Spargo and Associates, Incorporated (Virginia)	500

Dated: OCTOBER 23, 1997

Attest:

J. Spargo and Associates,
Incorporated, a Florida corporation

Shirley May Spargo

Secretary

By: *John W. Spargo* [Seal]
John W. Spargo
President

[Corporate Seal]

Attest:

J. Spargo and Associates,
Incorporated, a Virginia
corporation

X Shirley May Spargo

Secretary

[Corporate Seal]

By: John W. Spargo [Seal]
John W. Spargo
President