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MERGER OR SHARE EXCHANGE

MAGNUM HOLDING COMPANY, INC.

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

WINSTON-DALLAS, INC., a Florida corporation, L20603

INTO

MAGNUM HOLDING COMPANY, INC., a Florida entity, 692323.

File date: December 23, 1999

Corporate Specialist: Darlene Connell

Fax Audit Number: H99000032934-4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
WINSTON-DALLAS, INC.,
a Florida corporation
and
MAGNUM HOLDING COMPANY, INC.,
a Florida corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1101, 607.1103, 607.1104 and 607.1105:

1. The names of the merging corporations are **WINSTON-DALLAS, INC.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida and a wholly-owned subsidiary of the Surviving Corporation (as hereinafter defined), and **MAGNUM HOLDING COMPANY, INC.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida and the parent of the Disappearing Corporation.

2. The Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A."

3. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

4. The Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation by written consent dated as of December 22, 1999, and by the Board of Directors of the Disappearing Corporation by written consent dated as of December 22, 1999.

5. Shareholder approval of the merger is not required pursuant to Section 607.1104 of the Florida Business Corporation Act governing the merger of a subsidiary corporation.

6. The Surviving Corporation will continue to exist under the name "**MAGNUM HOLDING COMPANY, INC.**" pursuant to the provisions of the laws of the State of Florida.

WINSTON-DALLAS, INC.,
a Florida corporation

By: Saul Pomerantz
Saul Pomerantz, President

**MAGNUM HOLDING COMPANY,
INC.,** a Florida corporation

By: Saul Pomerantz
Saul Pomerantz, President

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EXHIBIT "A"
PLAN OF MERGER
OF
WINSTON-DALLAS, INC.,
a Florida corporation
and
MAGNUM HOLDING COMPANY, INC.
a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER by and between **WINSTON-DALLAS, INC.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida and a wholly-owned subsidiary of the Surviving Corporation (as hereinafter defined), and **MAGNUM HOLDING COMPANY, INC.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida and the sole parent of the Disappearing Corporation, as approved by the Board of Directors of said corporations:

WITNESSETH:

WHEREAS, the Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders and business associates of both the Disappearing and Surviving Corporations; and

WHEREAS, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Plan of Merger, agree to as follows:

1. The Disappearing Corporation shall be merged with and into the Surviving Corporation. The laws of the State of Florida permit such a merger.
2. Upon the approval and adoption of this Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporation and the Surviving Corporation, and shall be filed with the Florida Department of State.
3. The Surviving Corporation shall continue its existence under the name of **MAGNUM HOLDING COMPANY, INC.** pursuant to the provisions of law of the State of Florida.
4. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.
5. The Surviving Corporation is the sole shareholder of the Disappearing Corporation. Therefore, the issued shares of the Disappearing Corporation shall not be converted or exchanged in any

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manner or any consideration paid therefor. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefor, but each said share of the Surviving Corporation which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. The Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger of the merger provided herein.

WINSTON-DALLAS, INC.,
a Florida corporation

By: Saul Pomerantz
Saul Pomerantz, President

MAGNUM HOLDING COMPANY, INC.,
a Florida corporation

By: Saul Pomerantz
Saul Pomerantz, President

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