CORPORATE F35345

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ARTICLES OF MERGER Merger Sheet

MERGING:

JOEKING, INC., a Florida corporation F92595

INTO

THE KING GROUP INC., a Florida entity, F35345

File date: December 21, 1999, effective January 1, 2000

Corporate Specialist: Annette Ramsey

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OF JOEKING INC. INTO THE KING GROUP INC.



Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I

Joeking Inc., a Florida corporation, having document number F92595, and The King Group Inc., a Florida corporation, having document number F35345, hereby adopt these Articles of Merger for the purpose of merging Joeking Inc. into The King Group Inc., and thereafter The King Group Inc. shall be the surviving corporation.

ARTICLE II

Under that certain Plan and Agreement of Merger, dated December 1, 1999, by and between, The King Group Inc., and Joeking Inc., (which is incorporated herein and made a part hereof as if set out in full herein) all of the issued and outstanding common shares of Joeking Inc. shall be acquired by The King Group Inc., and common shares of The King Group Inc., shall be issued in their place and stead; for every two hundred (200) shares of Joeking Inc. there shall be issued one (1) share of The King Group Inc., with nonvoting shares to be converted to voting shares.

ARTICLE III

These Articles of Merger shall be effective on January 1, 2000.

ARTICLE IV

These Articles of Merger and the Plan and Agreement of Merger were approved by a unanimous vote of the Shareholders and a unanimous vote of the Directors of Joeking Inc., which was a sufficient number to approve them, on December 1, 1999.

ARTICLE V

These Articles of Merger and the Plan and Agreement of Merger were approved by a unanimous vote of the Shareholders and a unanimous vote of the Directors of The King Group Inc., which was a sufficient number to approve them on December 1, 1999.

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers on this 1st day of December, 1999.

Joeking Inc., a Florida corporation

ATTEST:

BY: <u>Marew Jee Wing</u> Karen Lee King, President/Director

Karen Lee King, Secretary/Director

The King Group Inc., a Florida corporation

ATTEST:

BY: Karen Lee King, President/Director

Karen Lee King, Secretary/Director