



THE UNITED STATES
CORPORATION
COMPANY

F9500000 2189

ACCOUNT NO. : 072100000032

REFERENCE : 202899 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 27, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 202899-005

CUSTOMER NO: 132254A

CUSTOMER: Ms. Mary Curry
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
96 DEC 27 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/27/96--01069--013
*****70.00 *****70.00

ARTICLES OF MERGER

ESTEY DISTRIBUTION LIMITED,
INC.

EFFECTIVE DATE
1-1-97

INTO

JJMK CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Mary Curry
CCG 2/27

RECEIVED
96 DEC 27 AM 10:51
DIVISION OF CORPORATION

EFFECTIVE DATE
1-1-97

FILED
96 DEC 27 PM 12:36
TALLAHASSEE
SECRETARY OF STATE

ARTICLES AND PLAN OF MERGER
OF
JJMK CORPORATION, an Arizona corporation
and

ESTEY DISTRIBUTION LIMITED, INC., a Florida corporation

The undersigned corporations, in accordance with the Arizona Business Corporation Act and the Florida Business Corporation Act, hereby adopt the following Articles and Plan of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the merger and these Articles and Plan of Merger are JJMK CORPORATION, an Arizona corporation, (the "Surviving Corporation") and ESTEY DISTRIBUTION LIMITED, INC., a Florida corporation, (the "Merged Corporation").

ARTICLE II. Surviving Corporation. The corporation to survive the merger is JJMK CORPORATION, an Arizona corporation, which shall continue under its present name. The address of the surviving corporation is 7700 West Arrowhead Towne Center, Unit 1130, Glendale, Arizona 85308.

ARTICLE III. Plan of Merger. The Plan of Merger is as follows:

3.1. Plan of Merger. On January 1, 1997 (the "Effective Date"), ESTEY DISTRIBUTION LIMITED, INC. shall merge with and into JJMK CORPORATION in accordance with the merger laws of the State of Arizona and the State of Florida. JJMK CORPORATION, an Arizona corporation shall continue to exist under the laws of the State of Arizona as the surviving corporation (the "Surviving Corporation") and the separate existence of ESTEY DISTRIBUTION LIMITED (the "Merged Corporation") shall terminate on the Effective Date of the merger.

3.2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation and shall not be changed by virtue of the merger.

3.3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

3.4. Effective Date of the Merger. The date the merger shall become effective shall be the Effective Date of January 1, 1997 and on or before that date the Articles of Merger shall be duly filed

with the Secretary of State of Arizona and the Secretary of State of Florida. Each of the parties hereto agree that they shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this merger.

3.5. Effect of Merger. On the Effective Date of the merger the separate existence of the Merged Corporation shall cease. As provided by the Arizona Business Corporation Act and the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such merger.

3.6. Exchange of Shares. On the Effective Date of the Merger, each issued share of the Merged Corporation, both voting common stock and non-voting common stock, shall be cancelled due to the fact that the shareholders of the Merged Corporation own all of the voting common stock and non-voting common stock of the Surviving Corporation in the same ownership percentages. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share, both voting common stock and non-voting common stock, which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

3.7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A)

of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

3.8. Further Assurances. If, at any time, the officers of 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 the Merged Corporation as of the Effective Date of the merger shall execute such conveyances, or documents or take such actions.

3.9. Amendment/Abandonment of Plan. The Shareholders of the Merged Corporation and the Surviving Corporation have authorized the Board of Directors of each corporation to amend this Plan of Merger or abandon the merger, prior to the filing of the Articles of Merger with the Arizona Department of State and the Florida Department of State, without further action of the Shareholders.

ARTICLE IV. Adoption. The Articles and Plan of Merger was duly adopted by the voting shareholders and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Arizona and the State of Florida, as applicable, the non-voting shareholders have acknowledged receipt of notice of the merger and have waived any rights they may have as dissenting shareholders, and no statement as to the rights of dissenting shareholders pursuant to Section 10-1322, Arizona Statutes or Section 607.1103, Florida Statutes, is required.

As to the Surviving Corporation and the Merged Corporation, the number of voting shares outstanding and the number of outstanding shares of each class and series entitled to vote as a class or series on the Articles and Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as as a Class or Series</u>	
		<u>Designation of Class of Series</u>	<u>Number of Shares</u>
JJMK Corporation	100	Class B Voting Common	100

Estey Distribution
Limited, Inc.

100

Class A
Voting Common

100

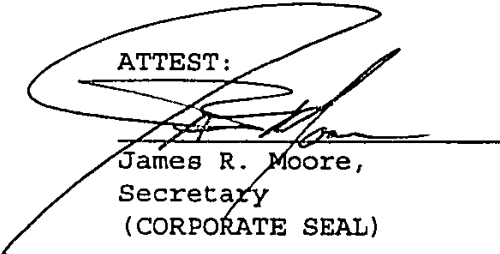
As to the Surviving Corporation and the Merged Corporation, the total number of shares voted for and against the Articles and Plan of Merger, respectively, and, as to each class or series entitled to vote thereon as a class or series, the total number of shares of each such class or series voted for and against such Plan, respectively, are as follows, and the number of votes cast in favor of the Articles and Plan of Merger by each constituent corporation was sufficient for approval:


Name of Corporation	Total Voted For	Total Voted Against	Class or Series	Voted For	Voted Against
JJMK Corporation	100	0	Class B Voting Common	100	0
Estey Distribution Limited, Inc.	100	0	Class A Voting Common	100	0

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 19 day of December, 1996.

JJMK CORPORATION
an Arizona corporation

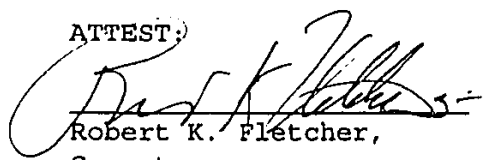
ATTEST:


James R. Moore,
Secretary
(CORPORATE SEAL)

By: 
Robert K. Fletcher,
Chairman of the Board

ESTEY DISTRIBUTION LIMITED, INC.
a Florida corporation

ATTEST:


Robert K. Fletcher,
Secretary

By: 
Robert K. Fletcher, President

The foregoing instrument was acknowledged before me this 19 day of December, 1996 by ROBERT K. FLETCHER as Chairman of the Board of JJMK CORPORATION, an Arizona corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ as identification *for*

Expiration: JAN 11 2000
Notary Public, State of Florida
My Comm. Expires June 7, 2000
No. CC 543815
Bonded thru Official Notary Service
1-(800) 723-0121

MICHAEL J. KOMPHE
Notary Public in the State of New York
Qualified in Onondaga County No. 4775384
My Commission Expires March 30, 1997

Commission Number:

The foregoing instrument was acknowledged before me this 19 day of December, 1996 by Robert K. Fletcher, as President and Secretary of ESTEY DISTRIBUTION LIMITED, INC., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ as identification ~~and~~

Commission Number:

mbaw: SUSAN W. CARLSON
Notary Public, State of Florida
My Comm. Expires June 7, 2000
No. CC 843815
Bonded Thru Official Notary Service
1-(800) 723-0121