

Division of Corporations

H07501

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Division of Corporations
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MERGER OR SHARE EXCHANGE

OMEGA CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 19 PM 4:01
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

LITTLE JOHN OF VENICE, INC., a FL corp., G19495

LITTLE JOHN OF MANATEE, INC., a FL corp., H20950

INTO

OMEGA CONSULTING, INC., a Florida corporation, H07501

File date: March 19, 1999

Corporate Specialist: Susan Payne

ARTICLES OF MERGER**OF****LITTLE JOHN OF VENICE, INC.,
a Florida corporation****AND****LITTLE JOHN OF MANATEE, INC.,
a Florida corporation****WITH AND INTO****OMEGA CONSULTING, INC.,
a Florida corporation****FILED**
99 MAR 19 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Little John of Venice, Inc., a Florida corporation, Little John of Manatee, Inc., a Florida corporation, and Omega Consulting, Inc., a Florida corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of Little John of Venice, Inc. and Little John of Manatee, Inc. with and into Omega Consulting, Inc.:

FIRST: The Plan of Merger, pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, is as follows:

(1) An the Effective Time (as hereinafter defined), Little John of Venice, Inc., a Florida corporation ("Venice"), and Little John of Manatee, a Florida corporation ("Manatee"), shall be merged with and into Omega Consulting, Inc., a Florida corporation ("Omega"), and Omega shall be the surviving corporation of the Merger. Omega is hereinafter sometimes referred to as the "Surviving Corporation."

(2) The terms and conditions of the Merger are as follows:

(A) The Surviving Corporation shall continue the corporate existence of Omega under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of Venice and Manatee, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to Venice and Manatee 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 either Venice or Manatee shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of Venice and Manatee, and any claim existing or action or proceeding by or against either corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and

neither the rights of creditors nor any liens upon the property of any party shall be impaired by the Merger.

(B) The Articles of Incorporation of Omega, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(C) The Bylaws of Omega, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(D) The directors and officers of Omega immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(3) The sole shareholder of both Venice and Manatee shall not receive any consideration from Omega in connection with or as a result of the merger. Rather, each original share of the common stock of Venice issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be presented and surrendered to the Surviving Corporation for cancellation.

Each original share of the common stock of Manatee issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be presented and surrendered to the Surviving Corporation for cancellation.

(4) The Merger shall become effective upon the date and at the time of the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida (the "Effective Time").

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act, the sole director of Venice approved the Plan of Merger, submitted such Plan of Merger to the sole shareholder of Venice for approval, the merger was approved by written consent of the sole director and sole shareholder of Venice dated March 15, 1999, and the number of votes cast was sufficient for approval.

THIRD: Pursuant to the applicable provisions of the Florida Business Corporation Act, the sole director of Manatee approved the Plan of Merger, submitted such Plan of Merger to the sole shareholder of Manatee for approval, the merger was approved by written consent of the sole director and sole shareholder of Manatee dated March 15, 1999, and the number of votes casts was sufficient for approval.

FOURTH: Pursuant to the applicable provisions of the Florida Business Corporation Act, the sole director of Omega approved the Plan of Merger, submitted such Plan of Merger to the sole shareholder of Omega for approval, the merger was approved by written consent of the sole director

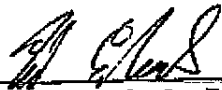
and sole shareholder of Omega dated March 15, 1999, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, Venice, Manatee and Omega have caused these Articles of Merger to be signed in their corporate names by their respective officers, duly authorized as of the 15 day of March, 1999.

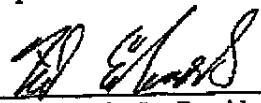
LITTLE JOHN OF VENICE, INC., a
Florida corporation

By: 
Fred C. Edwards, Jr., President

LITTLE JOHN OF MANATEE, INC., a
Florida corporation

By: 
Fred C. Edwards, Jr., President

OMEGA CONSULTING, INC., a
Florida corporation

By: 
Fred C. Edwards, Jr., President