

# H 766 73

LAW OFFICES OF BRUCE R. BAILEY

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**Certified Mail**

March 11, 1998

Ms. Annette Hogan  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: John McBride & Company, Inc/Merger Documents

Dear Ms. Hogan::

Enclosed are the following documents relating to the proposed merger of McBride & Company, Inc., a Florida corporation, into John McBride & Company, Inc., a California corporation:

1. Articles of Merger and Agreement Plan of Merger;
2. Certificate of Approval of Articles of Merger and Agreement and Plan of Merger (for California; the surviving corporation);
3. Certificate of Approval of Articles of Merger and Agreement and Plan of Merger (for Florida; the merging corporation); and
4. Check for \$75.00

Please file these documents on March 31, 1998.

If everything is acceptable, please file these forms in accordance with the proper procedures.  
Please return to me a stamped copy or proof of filing.

Please feel free to call me if you have any questions.

Very truly yours,

LAW OFFICES OF BRUCE R. BAILEY

By: George Vauser

COW/ap  
Enclosures  
cc: John McBride

Claudio Wolff  
Linda Godin  
W.P. Vannoy

Name	3/31/98
Availability	
Document Examiner	Don
Updater	Don
Update Verifier	Don
W.P. Vannoy	Don

600002479286-7  
-04/06/98 01014--020  
\*\*\*\*\*75.00 \*\*\*\*\*75.00  
Our File No.: 341.3738

98 MAR 31 AM 11:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORAMER

600002479286-7  
-04/06/98-01014--020  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

C. TAX  
FILING 75  
F. AGENT FEE  
C. COPY  
TOTAL 75  
N. COPY  
BALANCE  
REFUND

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MCBRIDE & COMPANY, INC., a Florida corporation H76673

INTO

JOHN MCBRIDE & COMPANY, INC., a California corporation not qualified in  
Florida.

File date: March 31, 1998

Corporate Specialist: Annette Hogan

**LAW OFFICES OF BRUCE R. BAILEY**

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**Via U.S. Mail**

March 11, 1998

Ms. Annette Hogan  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: John McBride & Company, Inc/Merger Documents

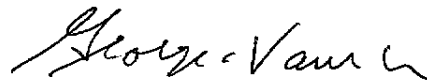
Dear Ms. Hogan:

Please note that documents relating to the proposed merger of McBride & Company, a Florida corporation, into John McBride & Company, Inc., a California corporation was mailed to your office via Certified Mail this afternoon. Unfortunately, the filing fee (\$75) was not enclosed with said documents, therefore we are enclosing the filing fee for same.

Please feel free to call me if you have any questions.

Very truly yours,

LAW OFFICES OF BRUCE R. BAILEY



By: George Vauser

GV/ap  
Enclosure

Our File No.: 3738  
98 MAR 31 AM 11:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
AND AGREEMENT AND PLAN OF MERGER**

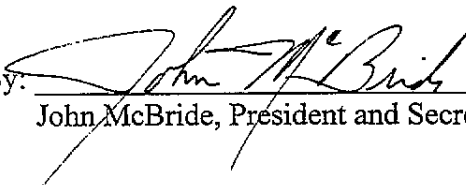
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Articles of Merger and Agreement and Plan of Merger is to effect a merger between JOHN MCBRIDE & COMPANY, INC., a California corporation (herein "Surviving Corporation"), and MCBRIDE & COMPANY, INC., a Florida corporation (herein "Merging Corporation").

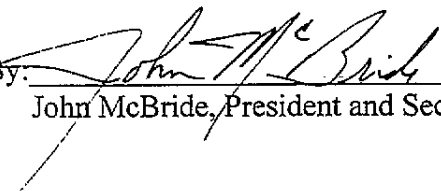
1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The board of directors and the shareholders of the Surviving Corporation. and of Merging Corporation approved the merger on March 7, 1998.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

JOHN MCBRIDE & COMPANY, INC.,  
a California corporation

By:   
John McBride, President and Secretary

MCBRIDE & COMPANY, INC.,  
a Florida corporation

By:   
John McBride, President and Secretary

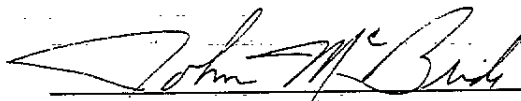
CERTIFICATE OF APPROVAL  
OF  
ARTICLES OF MERGER AND AGREEMENT AND PLAN OF MERGER

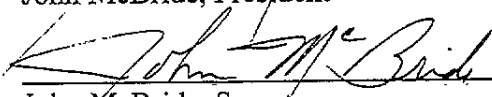
JOHN MCBRIDE certifies that:

- 1 He is the president and the secretary of JOHN MCBRIDE & COMPANY, INC., a California corporation.
2. The Articles of Merger and Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 500.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: 3/9/98

  
John McBride, President

  
John McBride, Secretary