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SHAI

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STOTTLER HENKE ASSOCIATES, INC., a Florida corporation, #J29652

INTO

SHAI, a California corporation not qualified in Florida.

File date: December 30, 1998, effective January 1, 1999

Corporate Specialist: Carol Mustain

eff date
1-1-99

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of Corporation	State/country of incorporation
<u>Stottler Henke Associates, Inc.</u>	<u>Florida</u>
<u>SHAI</u>	<u>California</u>

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation as the surviving corporation complies with Section 607.1105 F.S. (as set forth below); and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

(1) Stottler Henke Associates, Inc., a Florida corporation (the "Merging Corporation"), shall be merged into SHAI, a California corporation (the "Surviving Corporation").

(2) The outstanding shares of the Merging Corporation shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefore.

(3) The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.

(4) The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all documents and instruments and take all action necessary to carry out this merger.

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FIFTH: The effective date of the certificate of merger shall be January 1, 1999.

SIXTH: The plan of merger was adopted by the shareholders of Stottler Henke Associates, Inc., on Dec. 28, 1998, and was adopted by the shareholders of SHAI on Dec. 28, 1998.

Signed this 28th day of December, 1998.

SHAI, a California corporation

By: Richard H. Stottler
Richard H. Stottler, President

"Surviving Corporation"

STOTTLER HENKE ASSOCIATES, INC., a Florida corporation

By: Richard H. Stottler
Richard H. Stottler, President

"Merging Corporation"

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