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‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW
§ BOARD CERTIFIED IN BUSINESS LITIGATION

J 44560

April 26, 1999

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
99 APR 27 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002853867--9
-04/27/99-01084-002
*****78.75 *****78.75

Re: HHH Associates, Inc. and CHW Investments, Inc.

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Merger for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

Leslie K. Weaver

Leslie K. Weaver
Secretary to Gary B. Frese

EFFECTIVE DATE
4-30-99

/lkw
Enclosures as stated

Merger
5-4-99
BHT

ARTICLES OF MERGER
Merger Sheet

MERGING:

HHH ASSOCIATES, INC., a Florida corporation, P94000047756

INTO

C H W INVESTMENTS, INC., a Florida corporation, J44560

File date: April 27, 1999, effective April 30, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF
HHH ASSOCIATES, INC.
INTO
CHW INVESTMENTS, INC.

FILED
99 APR 27 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between HHH ASSOCIATES, INC., a Florida corporation, and CHW INVESTMENTS, INC., a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), HHH ASSOCIATES, INC. and CHW INVESTMENTS, INC. adopt the following Articles of Merger.

ARTICLE I

The Plan of Merger dated April 23, 1999, (the "Plan of Merger") between HHH ASSOCIATES, INC. and CHW INVESTMENTS, INC., was approved and adopted by the shareholders of HHH ASSOCIATES, INC. on April 23, 1999, and was approved and adopted by the shareholders of CHW INVESTMENTS, INC. on April 23, 1999.

ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding shares of HHH ASSOCIATES, INC.'s stock will be acquired by means of a merger of HHH ASSOCIATES, INC. and CHW INVESTMENTS, INC., the surviving corporation (the "Merger").

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

ARTICLE IV

Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be April 30, 1999.

IN WITNESS WHEREOF, the parties have set their hands this 26th day of April, 1999.

HHH ASSOCIATES, INC.

By: David Hallquist Pres
As Its President
David Hallquist

EFFECTIVE DATE
4-30-99

CHW INVESTMENTS, INC.

By: John Christiano
As Its President
John Christiano

ATTEST:

David Hallquist
Secretary

ATTEST:

John Christian
Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 26th day of April, 1999, by David Hallquist, President of HHH ASSOCIATES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced personally known as identification.



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Leslie K. Weaver
Notary Public
Printed Name: LESLIE K. WEAVER
My commission expires:

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 26th day of April, 1999, by John Christian, President of CHW INVESTMENTS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced personally known as identification.



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Leslie K. Weaver
Notary Public
Printed Name: LESLIE K. WEAVER
My commission expires:

EXHIBIT "A"
PLAN OF MERGER

Merger between **CHW INVESTMENTS, INC.**, a Florida corporation, (the "Surviving Corporation") and **HHH ASSOCIATES, INC.**, a Florida corporation, (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, every one (1) share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall be converted into and exchanged for one (1) share of the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Corporation's stock.

3. **Satisfaction of Rights of the Disappearing Corporation Shareholders.** All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and exchanged pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of the Surviving Corporation's stock will not be issued. If the exchange ratio results in a partial share, such partial share shall be disregarded.

5. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested with the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

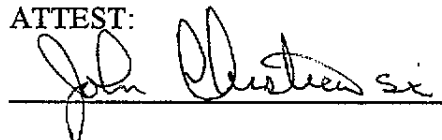
7. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Corporation and the Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be April 30, 1999.

8. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by either one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such corporation, or may be amended or modified in whole or in part at any time by a vote of the shareholders of the Constituent Corporations prior to the Effective Date, or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

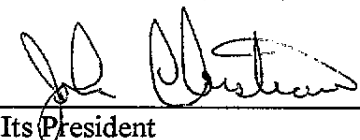
9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 26th day of April, 1999.

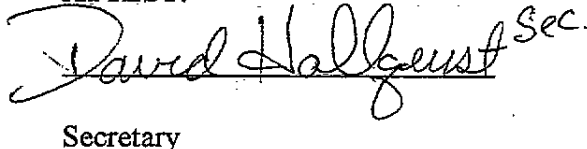
ATTEST:


Secretary

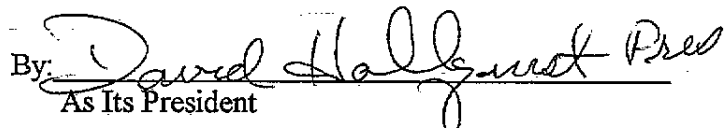
CHW INVESTMENTS, INC., a Florida Corporation

By:  *pres.*
As Its President

ATTEST:

 *Sec.*
Secretary

HHH ASSOCIATES, INC., a Florida Corporation

By:  *Pres*
As Its President