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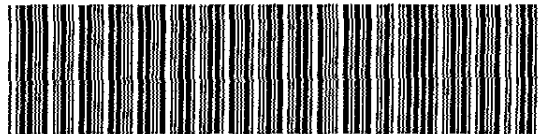
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Merger

07/30/03

DC

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DONDI OF STUART, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DANIEL J. BRAMS, ESQUIRE

(Name of person)

HICKS, BRAMS, SCHER & MOTTO

(Name of firm/company)

1645 PALM BEACH LAKES BOULEVARD, SUITE 1050

(Address)

WEST PALM BEACH, FLORIDA 33401

(City/state and zip code)

For further information concerning this matter, please call:

DANIEL J. BRAMS, ESQUIRE

(Name of person)

at (

561)

683-2300

(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DONDI OF STUART, INC.	Palm Beach County, Florida	J87120

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DONDI OF BOCA RATON, INC.	Palm Beach County, FL	P99000008598
DONDI OF WEST PALM BEACH, INC.	Palm Beach County, FL	P97000103658

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 30, 2003.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 30, 2003.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

DONDI OF STUART, INC.

Robert McKee

Robert McKee, President

DONDI OF BOCA RATON, INC.

Robert McKee

Robert McKee, President

DONDI OF WEST PALM BEACH, INC.

Robert McKee

Robert McKee, Secretary

PLAN OF MERGER

THIS PLAN OF MERGER dated this 30th day of May, 2003, between DONDI OF STUART, INC. (hereinafter referred to as the "Surviving Corporation") and DONDI OF BOCA RATON, INC. and DONDI OF WEST PALM BEACH, INC., (hereinafter collectively referred to as the "Absorbed Corporations").

STIPULATIONS

- A. Dondi of Stuart, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1721 North Congress Avenue, Boynton Beach, Florida 33426, and is qualified to transact business in the State of Florida.
- B. Dondi of Stuart, Inc. has 200 authorized shares of \$1.00 par value common stock, of which 200 shares are issued and outstanding. The authorized number of shares will not be increased as a result of the Merger contemplated herein.
- C. Dondi of Boca Raton, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 59 South Federal Highway, Boca Raton, Florida, and is qualified to do business in the State of Florida.
- D. Dondi of Boca Raton, Inc. has 200 authorized shares of \$1.00 par value common stock of which 200 shares are issued and outstanding.
- E. Dondi of West Palm Beach, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 2550 Okeechobee Boulevard, West Palm Beach, and is qualified to do business in the State of Florida.
- F. Dondi of West Palm Beach, Inc. has 200 shares of \$1.00 par value common stock of which 200 shares are issued and outstanding.
- G. The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the Corporations and their Shareholders that Dondi of Boca Raton, Inc. and Dondi of West Palm Beach, Inc. be merged into Dondi of Stuart, Inc. pursuant to the provisions of Section 607.214 et. seq. of the Florida General Corporation Act and order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.
- H. In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section 1 Merger

Dondi of Boca Raton, Inc. and Dondi of West Palm Beach, Inc. shall merge with and into Dondi of Stuart, Inc., which shall be the Surviving Corporation.

Section 2
Terms and Conditions

On the effective date of the Merger, the separate existence of the Absorbed Corporations shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal and mixed of the Absorbed Corporations, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Absorbed Corporations, and neither the rights of creditors nor any liens on the property of the Absorbed Corporations shall be impaired by the Merger.

Section 3
Conversion of Shares

The manner and basis of converting the shares of the Absorbed Corporations into shares of the Surviving Corporation is as follows:

- a. Each share of the \$1.00 par value common stock of Dondi of Boca Raton, Inc. and Dondi of West Palm Beach, Inc. (the "Absorbed Corporations") issued and outstanding on the effective date of the Merger shall be converted into shares of the \$1.00 par value common stock of Dondi of Stuart, Inc. (the "Surviving Corporation"), which shares of common stock of the Surviving Corporation shall remain in their present issued and outstanding manner. No further shares shall be issued in Dondi of Stuart, Inc. notwithstanding the Merger since the current Shareholders of said stock shall retain their respective 50% ownership interest in the Surviving Corporation.

- b. The conversion shall be affected as follows:

After the effective date of the Merger, each holder of Certificates for Shares of Common Stock in the Absorbed Corporations shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require.

On receipt of such Share Certificates, the Surviving Corporation shall not be required to issue in exchange therefore Certificates for Shares of Common Stock in the Surviving Corporation in light of the fact that the ownership interest of the respective Shareholders in the Surviving Corporation are one in the same as the Shareholders in the Absorbed Corporations and, as such, their respective ownership interest shall remain at an equal 50%.

- c. Holders of Certificates of Common Stock of the Absorbed Corporations shall be entitled to dividends payable on shares of stock in the Surviving Corporation immediately in light of the fact that their respective Shareholder interest shall not have changed.

Section 4
Changes in Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation, Dondi of Stuart, Inc. shall continue to be its Articles of Incorporation following the effective date of the Merger and, as such, shall not be amended or modified in any respect as a result of the Merger.

Section 5
Changes in By-Laws

The By-Laws of the Surviving Corporation, Dondi of Stuart, Inc., shall continue to be its By-Laws following the effective date of the Merger and, as such, shall not be modified or amended as a result of the Merger.

Section 6
Directors and Officers

The Directors and Officers of the Surviving Corporation, Dondi of Stuart, Inc., on the effective date of the Merger shall continue as Directors and Officers of the Surviving Corporation for their respective full and unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section 7
Prohibited Transactions

Neither of the constituent corporations shall, prior to the effect date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regularly quarterly dividends on their outstanding common shares and take all actions necessary or appropriate under the laws of the State of Florida to consummate this Merger.

Section 8
Approval by the Shareholders

This Plan of Merger shall be submitted for the approval of the Shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before June 6, 2003, or such other time as to which the Boards of Directors of the constituent corporations may agree.

Section 9
Effective Date of Merger

The Effective Date of this Merger shall be the date when Articles of Merger are filed with the Florida Department of State.

Section 10
Abandonment of Merger

This Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving or the Absorbed Corporations at any time prior to the Effective Date of the happening of either of the following events:

- a. If the Merger is not approved by the Stockholders of either the Surviving or the Absorbed Corporations on or before June 6, 2003; or


- b. If, in the judgment of the Board of Directors of either the Surviving or the Absorbed Corporations, the Merger would be impracticable because the number of dissenting Shareholders asserting appraisal rights under the laws of the State of Florida.

Section 11
Execution of Agreement

This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.


Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of their respective Boards of Directors on the date first above-written.

ATTEST:




Jeffrey Berish, Secretary

DONDI OF STUART, INC.

By: 

Robert McKee, its President

ATTEST:



Jeffrey Berish, Secretary

DONDI OF BOCA RATON, INC.

By: 


Robert McKee, its President

ATTEST:



Robert McKee, Secretary

DONDI OF WEST PALM BEACH, INC.

By: 

Jeffrey Berish, its President