

K51953

ARTICLES OF MERGER
Merger Sheet

MERGING:

JIM PLESS & CO., INC., a FL Corp., #365696

INTO

SEARICH MENU MARKETING, INC. which changed its name to
INNOVATIVE CONCEPT GROUP, INC., a Florida corporation, K51953

File date: May 6, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 78.75

K51953



ACCOUNT NO. : 072100000032

REFERENCE : 355592 4323655

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 PM 3:05

ORDER DATE : May 6, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 355592-015

7000002187847--P

CUSTOMER NO: 4323655

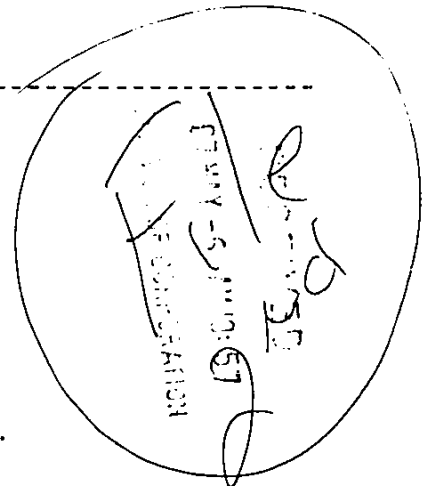
CUSTOMER: Katherine Russell, Legal Asst
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

ARTICLES OF MERGER

JIM PLESS & CO., INC.

INTO

INNOVATIVE CONCEPT GROUP, INC.



PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING SHOWING MERGER AND NAME
CHANGE

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____

AFFIDAVIT

The undersigned, being the Incorporator pursuant to that certain Assignment by the Sole Incorporator dated February 26, 1997, of INNOVATIVE CONCEPT GROUP, INC., a Florida corporation (hereinafter referred to as the "Corporation"), upon being sworn, does hereby certify as follows:

1. The Corporation has executed Articles of Dissolution of even date herewith, and has filed such Articles of Dissolution with the Florida Secretary of State.

2. The Corporation has no intention of revoking its Articles of Dissolution and hereby grants the right to use its corporate name to SEARICH MENU MARKETING, INC., a Florida corporation, in connection with the Articles of Merger dated as of even date herewith, of JIM PLESS & CO., INC. into SEARICH MENU MARKETING, INC., to be filed with the Florida Secretary of State on even date with the filing of the above-described Articles of Dissolution and this Affidavit, whereby the Articles of Incorporation of the surviving corporation will be amended to change the name of the surviving corporation to INNOVATIVE CONCEPT GROUP, INC.

DATED this 5th day of May, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

INNOVATIVE CONCEPT GROUP, INC.
a dissolved Florida corporation

By: James A. Pless

James A. Pless, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

5th The foregoing instrument was acknowledged before me this day of May, 1997, by James A. Pless, as Incorporator of INNOVATIVE CONCEPT GROUP, INC., a Florida dissolved corporation, on behalf of the corporation. He is personally known to me ~~or has~~ produced as identification.



OLIN G. SHIVERS
MY COMMISSION # CC324737 EXPIRES
October 19, 1997
BONDED THRU TROY FAH INSURANCE, INC.

Olin D. Shivers
NOTARY PUBLIC
Name: Olin G. Shivers
Serial No.: _____
My Commission Expires: _____

ARTICLES OF MERGER
OF
JIM PLESS & CO., INC.
INTO
SEARICH MENU MARKETING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 PM 3:05

Under Section 607.1105 of
Florida Statutes

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are JIM PLESS & CO., INC., a Florida corporation, and SEARICH MENU MARKETING, INC., a Florida corporation. The surviving corporation is SEARICH MENU MARKETING, INC., and is to be governed by the laws of the State of Florida, but the name of the surviving corporation following the merger will be INNOVATIVE CONCEPT GROUP, INC.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

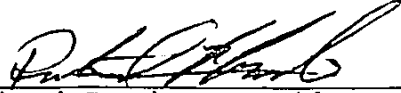
THIRD: The Agreement and Plan of Merger was duly adopted by all of the stockholders of JIM PLESS & CO., INC., as of the 5th day of May, 1997, and was duly adopted by all of the stockholders of SEARICH MENU MARKETING, INC. as of the 5th day of May, 1997.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 5th day of May, 1997.

JIM PLESS & CO., INC.

By: 
Reed L. Pless, President

SEARICH MENU MARKETING, INC.

By: 
Richard Crosby, President

3399-003-0400856.02

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

3399-003-0400856.02

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 5th day of May, 1997 is made and entered into by and between JIM PLESS & CO., INC., a Florida corporation ("PLESS") and SEARICH MENU MARKETING, INC., a Florida corporation (the "SURVIVING CORPORATION"). PLESS and SURVIVING CORPORATION being sometimes referred to herein as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, PLESS is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 200 shares of Common Stock, of which as of the date hereof 180 shares of Common Stock are validly issued and outstanding.

WHEREAS, the SURVIVING CORPORATION is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 7,500 shares of Common Stock, of which as of the date hereof 100 shares were validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that PLESS be merged into the SURVIVING CORPORATION which shall be the surviving corporation and that the name of the surviving corporation will be "INNOVATIVE CONCEPT GROUP, INC."

WHEREAS, the Shareholders of PLESS will receive in exchange for their stock in PLESS, shares of common stock in the SURVIVING

CORPORATION to reflect their ownership interest, as fully described in Article V hereinafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that PLESS shall be merged with and into the SURVIVING CORPORATION in accordance with applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger:

ARTICLE I

The Constituent Corporations

The names of the Constituent Corporations to the merger are JIM PLESS & CO., INC. (Florida Charter No. 365696) and SEARICH MENU MARKETING, INC. (Florida Charter No. K51953).

ARTICLE II

The Merger

On the Effective Date, as hereinafter defined, PLESS shall be merged with and into the SURVIVING CORPORATION (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Florida Statutes Chapter 607 (the "Florida Law").

ARTICLE III

Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article IX hereof, the Constituent Corporations shall be a single corporation, which shall be the SURVIVING

CORPORATION. From and after such filing, the separate existence of PLESS shall cease, while the corporate existence of the SURVIVING CORPORATION shall continue unaffected and unimpaired. The SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV

Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the SURVIVING CORPORATION as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Persons who shall serve as the Directors of the SURVIVING CORPORATION shall be:

<u>Name</u>	<u>Address</u>
Richard L. Crosby	17309 Linda Vista Circle Lutz, FL 33549
William S. Taylor, Jr.	1040 Moss Lake Road Lutz, FL 33549
James A. Pless	5211 W. Laurel St. Tampa, FL 33607-1736
Reed L. Pless	5211 W. Laurel St. Tampa, FL 33607-1736

Persons who shall serve as officers of the SURVIVING CORPORATION, and the offices in which they shall serve shall be as follows:

<u>Name</u>	<u>Office</u>
James A. Pless	Chief Executive Officer
William S. Taylor, Jr.	President
Richard L. Crosby	Treasurer/Chief Financial Officer
Reed L. Pless	Executive Vice President
Lucille P. Scaglione	Secretary

ARTICLE V

Treatment of Shares of Constituent Corporations

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Plan of Merger:

(a) Each share of the 100 shares of Common Stock of the SURVIVING CORPORATION outstanding immediately prior to the Effective Date of the Merger (as defined in Article IX hereof) shall without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the SURVIVING CORPORATION, and will be exchanged for 100 shares of the SURVIVING CORPORATION setting forth the new name of the SURVIVING CORPORATION. There shall be no distributions of cash or securities with respect thereto.

(b) Each share of the 180 shares of Common Stock of PLESS issued and outstanding immediately prior to the Effective Date of the Merger (as defined in Article IX hereof), shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for 0.55555 shares of the authorized Common Stock of the SURVIVING CORPORATION in order to cause all 180 outstanding shares of Common Stock of PLESS to be converted in proportion to and exchanged for a total of 100 shares of the authorized Common Stock of the SURVIVING CORPORATION setting forth the new name of the SURVIVING CORPORATION.

ARTICLE VI

Surrender of Certificates

Each record holder of an outstanding certificate or certificates which represent shares of Common Stock of each of the Constituent Corporations shall surrender such certificate or certificates as a condition to receiving Common Stock in the SURVIVING CORPORATION pursuant to this Agreement and Plan of Merger.

ARTICLE VII

Further Assurance

If at any time after the Effective Date the SURVIVING CORPORATION shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property or rights of the Constituent Corporation, the last acting officers and directors of the Constituent Corporation, as the case may be, or the corresponding officers or directors of the SURVIVING CORPORATION shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING CORPORATION, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VIII

Approval by Shareholders

This Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the respective Shareholders of each Constituent Corporation for approval as provided by the Florida Law on or before the 5th day of May, 1997. If duly adopted by the requisite vote of such Shareholders, Articles of Merger meeting the requirements of the Florida Law shall be filed immediately in the appropriate office in Florida.

ARTICLE IX

Effective Date

The merger of PLESS into the SURVIVING CORPORATION shall become effective upon the filing of the Articles of Merger in accordance with the Florida Law. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE X

Covenants of PLESS

PLESS covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XI

Covenants of the SURVIVING CORPORATION

The SURVIVING CORPORATION covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

XII

Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XIII

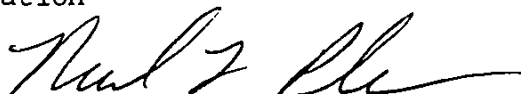
Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be

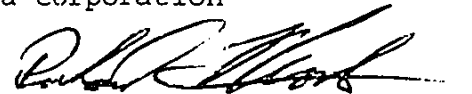
executed by its duly authorized officer on the day and year above written.

JIM PLESS & CO., INC., a Florida corporation

By: 
Reed L. Pless, President

"PLESS"

SEARICH MENU MARKETING, INC., a Florida corporation

By: 
Richard L. Crosby, President

"SURVIVING CORPORATION"

3399-003-0400855.03