



# K58254

ACCOUNT NO. : 072100000032

REFERENCE : 654483 7116793

AUTHORIZATION : Patricia Tzuts

COST LIMIT : \$ 105.00

ORDER DATE : December 31, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 654483-005

CUSTOMER NO: 7116793

~~XXXXXXXXXXXX~~ 900002387049--7

CUSTOMER: Mr. Donald H. Whittemore  
Agliano Hodges & Whittemore,  
Park Tower, Suite 2630  
400 North Tampa Street  
Tampa, FL 33602

ARTICLES OF MERGER

JH ENTERPRISES OF TAMPA BAY,  
INC.  
JH ENTERPRISES OF GEORGIA, INC

INTO

JUST HAIRDRESSERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
XXXX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 DEC 31 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 DEC 31 AM 11:31

*Handwritten signature and date: 12/31/98*

K58254

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

JH ENTERPRISES OF TAMPA BAY, INC., a Florida corporation, document  
number P94000062943

JH ENTERPRISES OF GEORGIA, INC., a Florida corporation, document  
number P94000062948

INTO

**JUST HAIRDRESSERS, INC.,** a Florida corporation, K58254.

File date: December 31, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER  
OF  
JH ENTERPRISES OF TAMPA BAY, INC.  
AND  
JH ENTERPRISES OF GEORGIA, INC.  
WITH AND INTO  
JUST HAIRDRESSERS, INC.

FILED  
97 DEC 31 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*

JH Enterprises of Tampa Bay, Inc., a Florida corporation, JH Enterprises of Georgia, Inc., a Florida corporation, and Just Hairdressers, Inc., a Florida corporation (collectively the "Constituent Corporations"), acting in accordance with the provisions of §607.1107, Florida Statutes, hereby certify as follows:

1. A plan of merger has been approved by the board of directors and a requisite majority in interest of the shareholders of each of the Constituent Corporations. A copy of the Agreement and Plan of Merger, dated December 30, 1997, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be December 31, 1997.

3. The merger was adopted and approved by the shareholders of each of the Constituent Corporations on December 30, 1997.

Dated as of December 30, 1997

JH ENTERPRISES OF TAMPA BAY, INC.

By: Melissa D. Helms, President  
Melissa D. Helms, President

JH ENTERPRISES OF GEORGIA, INC.

By: Melissa D. Helms, President  
Melissa D. Helms, President

JUST HAIRDRESSERS, INC.

By: Melissa D. Helms, President  
Melissa D. Helms, President

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of December 30, 1997, by and among JH Enterprises of Tampa Bay, Inc., a Florida corporation maintaining its principal business office at Tampa, Florida ("JHTB"), JH Enterprises of Georgia, Inc., a Florida corporation maintaining its principal business office at Tampa, Florida ("JHGA"), and Just Hairdressers, Inc., a Florida corporation maintaining its principal business office at Tampa, Florida ("JHI").

### **BACKGROUND INFORMATION**

The board of directors of each of JHTB, JHGA, and JHI, by unanimous written consent, has determined that it is advisable and to the advantage of such corporation and its shareholder(s) that effect a merger, merging JHTB and JHGA with and into JHI, at the conclusion of which JHI shall remain as the surviving or resulting entity and the corporate existence of JHTB and JHGA shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of an Agreement and Plan of Merger, dated December 30, 1997 (the "Agreement"), and the shareholders of each entity have, by appropriate action, similarly approved the Agreement and its underlying transactions. This Agreement and Plan of Merger is being prepared in order to file a summary of the terms of the merger with the Secretary of State of Florida as required by law. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth in such Agreement, JHTB, JHGA, and JHI (collectively the "Constituent Corporations") hereby agree to effect a statutory merger of their respective corporate entities as follows:

### **OPERATIVE PROVISIONS**

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), JHTB and JHGA shall be merged with and into JHI (the "Merger") and JHI shall constitute the surviving and resulting corporation of such Merger (JHI being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of JHTB and JHGA shall cease and JHI shall continue its corporate existence pursuant to the laws of Florida under its present name.

2. Effective Date. The Merger shall become effective as of 11:59 p.m. on December 31, 1997 (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger, all of the issued and outstanding shares of the common capital stock of JHTB and JHGA shall be deemed canceled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to JHTB and JHGA, each share of the common stock of JHTB and JHGA outstanding prior to the Merger will be transformed and converted into one-tenth of one (0.1) share of the common stock of JHI.

6. Articles of Incorporation. The articles of incorporation of JHI in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.

7. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In witness whereof JHI, JHTB and JHGA have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

JH ENTERPRISES OF TAMPA BAY, INC.

By: Melissa D. Helms, President  
Melissa D. Helms, President

JH ENTERPRISES OF GEORGIA, INC.

By: Melissa D. Helms, President  
Melissa D. Helms, President

JUST HAIRDRESSERS, INC.

By: Melissa D. Helms, President  
Melissa D. Helms, President