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MERGER OR SHARE EXCHANGE

J & D MANAGEMENT CORPORATION

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Merger @ 5.18.06

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ARTICLES OF MERGER
OF
DJY MANAGEMENT, INC.
INTO
J&D MANAGEMENT CORPORATION

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, J&D MANAGEMENT CORPORATION, a Florida corporation ("J&D"), and DJY MANAGEMENT, INC., a Florida corporation ("DJY"), do hereby adopt the following Articles of Merger:

ARTICLE I

Plan of Merger.

The Plan of Merger whereby DJY will be merged with and into J&D (the "Plan") is attached hereto as Annex A and is incorporated herein by reference to the extent not inconsistent herewith. J&D shall be the "acquiring corporation" and "surviving corporation" and DJY shall be the "distributor or transferor corporation" for federal, state and local tax purposes.

ARTICLE II

Effective Date.

The merger of DJY into J&D pursuant to the Plan shall be effective as of as the date on which these Articles of Merger are filed.

ARTICLE III

Shareholder Approval.

The Plan of Merger was duly adopted by a resolution adopted by a unanimous written consent in lieu of a special meeting of the shareholders of J&D on May 17, 2006.

The Plan of Merger was duly adopted by a resolution adopted by a unanimous written consent in lieu of a special meeting of the shareholders of DJY on May 17, 2006.

WITNESS the signatures of J&D and DJY, by their respective officers, on May 17, 2006.

J&D MANAGEMENT CORPORATION

DJY MANAGEMENT, INC.

By 
Daniel M. Yagoda, President

By 
Daniel M. Yagoda, President

ANNEX A

PLAN OF MERGER

This is a Plan of Merger (the "Plan") of DJY Management, Inc. ("DJY"), a Florida corporation, and J&D Management Corporation ("J&D"), a Florida corporation.

RECITALS.

A. The authorized capital stock of J&D consists of 500 shares of common stock without par value ("J&D Common Stock"), of which 100 shares are issued, outstanding, fully paid and nonassessable.

B. The authorized capital stock of DJY consists of 7,500 shares of common stock with a par value of \$1.00 per share ("DJY Common Stock"), of which 100 shares are issued, outstanding, fully paid and nonassessable.

PLAN

1. Names and Surviving Corporation. The names of the Florida corporations proposing to merge are DJY Management, Inc. and J&D Management Corporation. DJY proposes to merge into J&D, which shall be the "Surviving Corporation."

2. Terms and Conditions.

(a) Effective Time. The merger of DJY into J&D shall be effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

(b) Name. The Surviving Corporation's name shall be J&D Management Corporation.

(c) Bylaws. The Bylaws of J&D at the Effective Time shall be the Bylaws of the Surviving Corporation from and after the Effective Time.

(d) Directors and Officers. The persons serving on the Board of Directors of J&D at the Effective Time shall be the members of the Board of Directors of the Surviving Corporation from and after the Effective Time. The persons serving as officers of J&D at the Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time. The directors and officers of the Surviving Corporation shall serve as directors and officers subject to the provisions of the laws of the State of Florida and of the Articles of Incorporation and Bylaws of the Surviving Corporation.

(e) Stock. At the Effective Time:

(i) No cash shall be allocated to the shareholders of DJY. The issued and outstanding shares of DJY Common Stock, without any action on the part of the holder thereof, shall be canceled.

(ii) The 100 shares of J&D Common Stock shall, without any action on the part of the holders thereof, become and be converted into an equal number of shares of Surviving Corporation's common stock, and all outstanding certificates representing those shares shall represent, instead of shares of J&D Common Stock, the right to receive shares of the Surviving Corporation's common stock at the rate of one share of the Surviving Corporation's common stock per share of J&D Common Stock.

(f) Changes in Articles of Incorporation. The Articles of Incorporation of J&D at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time.