

**CORPORATE
ACCESS,
INC.**

K63302

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 9/15/98 11:00 NT ☺

☒ **CERTIFIED COPY**

CUS

PHOTO COPY

☒ **FILING** Merge

1.) Hobbsack, Inc. into Albert & Wilhelm Property, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
98 SEP 15 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002633682--8
-09/15/98--01046--014
****122.50 ****122.50

200002639682--8
-09/15/98--01046--014
****122.50 ****122.50

RECEIVED
98 SEP 15 AM 10:26
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

9/16/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOLDBACK, INC., a Florida corporation J05209

INTO

ALBERT & WILHELM PROPERTY, INC., a Florida corporation, K63302

File date: September 15, 1998

Corporate Specialist: Annette Hogan

98 SEP 15 PM 4:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
HOLDBACK, INC.
a Florida corporation
into
ALBERT & WILHELM PROPERTY, INC.
a Florida corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Holdback, Inc., a Florida corporation ("Holdback"), and Albert & Wilhelm Property, Inc., a Florida corporation ("A&W"), hereby adopt the following Articles of Merger for the purpose of merging Holdback into A&W (the "Merger"):

1. Holdback shall be merged with and into A&W, and A&W shall be the surviving corporation of the Merger, pursuant to the terms and conditions of the Agreement and Plan of Merger dated as of June 30, 1998, attached hereto as Exhibit "A" and incorporated herein by this reference (the "Plan of Merger").
2. The name of the surviving corporation shall be Albert & Wilhelm Property, Inc.
3. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Secretary of State (the "Effective Date").
4. The Plan of Merger was approved, adopted, certified, executed and acknowledged by an Action By The Sole Shareholder And Sole Director Of A&W as of June 30, 1998, in accordance with Section 607.1105 of the Florida Business Corporation Act, and by an Action By The Sole Shareholder And Sole Director Of Holdback as of June 30, 1998, in accordance with Section 607.1105 of the Florida Business Corporation Act.
5. The Articles of Incorporation of A&W shall be the Articles of Incorporation of the surviving corporation.
6. The manner and basis of exchanging the issued stock of Holdback is as follows: Each share of issued and outstanding common stock of Holdback on the Effective Date shall be converted into one share of common stock of A&W. Upon the surrender of certificates representing shares of Holdback stock by the holders thereof, certificates for an equal number of shares of A&W stock shall be issued in exchange by A&W. Shares of A&W common stock outstanding on the Effective Date shall not be converted or exchanged but shall remain outstanding as shares of common stock of the Surviving Corporation.
7. The executed Agreement and Plan of Merger is on file at the principal place of business of A&W, the address of which is 540 Brickell Key Drive #308, Miami, Florida 33131.
8. A copy of the Agreement and Plan of Merger will be furnished by A&W on request and without cost to any shareholder of Holdback or A&W.

IN WITNESS WHEREOF, this Articles of Merger have been executed on behalf of Holdback and A&W by their authorized officers on July 1, 1998.

HOLDBACK, INC.

By: _____

Jonas Haeger, President

ALBERT & WILHELM PROPERTY, INC.

By: _____

Jonas Haeger, President

STATE OF FLORIDA)

) ss: _____

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this _____ day of July, 1998, by Jonas Haeger, in his capacity as President of Holdback, Inc., a Florida corporation, and as President of Albert & Wilhelm Property, Inc., a Florida corporation. He () is personally known to me or () has produced _____ as identification.

Notary Public, State of Florida

Print Name: _____

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of June 30, 1998, is made by and between HOLDBACK, INC., a Florida corporation ("Holdback"), and ALBERT & WILHELM PROPERTY, INC., a Florida corporation ("A&W");

W I T N E S S E T H:

WHEREAS, the parties desire that Holdback be merged with and into A&W, with A&W being the survivor corporation, in accordance with Section 607.1101 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the foregoing statement and the mutual covenants set forth herein, the parties agree as follows:

1. **Effect of Merger.** In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, on the Effective Date (as defined below), Holdback shall be merged with and into A&W (the "Merger"), the separate corporate existence of Holdback shall cease, and A&W shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). Holdback and A&W are collectively referred to as the "Constituent Corporations".
2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").
3. **Assets and Liabilities.** The Surviving Corporation shall possess and retain every interest in all assets and property of every description and wherever located of each of the Constituent Corporations. 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 any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.
4. **Conversion of Common Stock.** The manner and basis of exchanging the issued stock of Holdback is as follows: Each share of issued and outstanding common stock of Holdback on the Effective Date shall be converted into one share of common stock of A&W. Upon the surrender of certificates representing shares of Holdback stock by the holders thereof, certificates for an equal number of shares of A&W stock shall be issued in exchange by A&W. Shares of A&W common stock outstanding on the Effective Date shall not be converted or exchanged but shall remain outstanding as shares of common stock of the Surviving Corporation.

5. Articles of Incorporation. The Articles of Incorporation of A&W in effect immediately prior to the Effective Date shall remain in effect and shall be the Articles of Incorporation of the Surviving Corporation.

6. Bylaws. The Bylaws of A&W in effect immediately prior to the Effective Date shall remain in effect and shall be the Bylaws of the Surviving Corporation.

7. Board of Directors and Officers. Until the election and qualification of their successors, the members of the board of directors of the Surviving Corporation shall be the board of directors of A&W in office on the Effective Date. The elected officers of the Surviving Corporation shall be the elected officers of A&W on the Effective Date and shall continue in office at the pleasure of the board of directors of the Surviving Corporation.

8. Director and Shareholder Approval. This Plan of Merger was adopted and approved by the Board of Directors and sole shareholder of Holdback and A&W, respectively, in each case by an Action By The Sole Shareholder And Sole Director, dated as of June 30, 1998, in the manner and by the vote required by the laws of Florida.

HOLDBACK, INC.,
a Florida corporation

By: 
Jonas Haeger, President

ALBERT & WILHELM PROPERTY, INC.,
a Florida corporation

By: 
Jonas Haeger, President