

09-01-02 02:30pm From: JOHNSON, BLAKELY

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K94765

Florida Department of State
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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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MERGER OR SHARE EXCHANGE

JSM INCORPORATED

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ARTICLES OF MERGER
Merger Sheet

MERGING:

J&D ASSET MANAGEMENT, LLC a Florida entity L01000018122

INTO

JSM INCORPORATED, a Florida entity, K94765

File date: September 4, 2002

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. J&D Asset Management, LLC 1120 Virginia Avenue Palm Harbor, FL 34683	Florida	LLC

Florida Document/Registration Number: L01000018122

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. JSM Incorporated 1120 Virginia Avenue Palm Harbor, FL 34683	Florida	Corporation

Florida Document/Registration Number: K94765
FEI Number: 65-0121809

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/ or limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

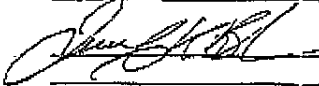

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: Signature for each party:

Name of Entity	Signature(s)	Typed or Printed Name of individual
J&D Asset Management, LLC		Jennifer K. Breslin, Member
JSM Incorporated		Jennifer K. Breslin, President

#266801 v1 - J&DASSETMANAGEMENT/ArticlesOfMerger

Prepared by:
A.R. Neal, Esquire
Johnson, Blakely,,Pope,
Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0369152

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Sections 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. J&D Asset Management, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. JSM Incorporated	Florida

THIRD: The terms and conditions of the merger are as follows:

a. The merging party shall merge with and into the surviving party. The separate existence of the merging party shall cease. All properties, franchises and rights belonging to the merging party, by virtue of the merger and without further act or deed, shall be deemed to be vested in the surviving party, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

b. The Articles of Incorporation of the surviving party, as in effect immediately prior to the effective date, shall thereafter continue in full force and effect as the Articles of Incorporation of the surviving party until altered or amended as provided therein or by law.

c. The currently issued and outstanding shares of common stock of the surviving party owned by the sole stockholders of surviving party prior to the merger, shall remain as the issued and outstanding shares of common stock of the surviving party after the merger. No further shares of common stock of the surviving party will be issued due to the commonality of ownership between the merging party and the surviving party.

d. Each membership interest of the merging party issued and outstanding immediately prior to the effective date shall be canceled.

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FIFTH: The Plan of Merger was approved and adopted by the directors and shareholders of the surviving party on December __, 2001, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved and adopted by the sole member and manager of the merging party, on December __, 2001 in accordance with the applicable provisions of Chapter 608, Florida Statutes.

Signed:

JSM Incorporated

By: 
Jennifer K. Breslin, President

J&D Asset Management, LLC

By: 
Jennifer K. Breslin, Member

#266770 v1 - J&DASSETMANAGEMENT/PlanOfMerger

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