

K95073

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December 8, 1998

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The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: CHM INVESTMENTS, INC., Document No. K95073
MONROE'S PRESTIGE GROUP, INC., Document No. P97000077492


Dear Sir:

Enclosed herewith please find two original executed Articles of Merger and Plan of Merger for the above referenced corporations, along with our check in the amount of \$78.75 to cover the cost of the following:

Filing Fee	\$ 70.00
Certification & Return of Copy	<u>8.75</u>
	\$ 78.75

Kindly return the certified copy of the Articles of Merger to me at the above address. Thank you for your attention to this matter.

Sincerely,


Louanne S. Love, Esq.

LSL/bb
Enclosures

FILED
8 DEC 14 AM 9:12
TALLAHASSEE, FLORIDA
merger
TLL DEC 28 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

MONROE'S PRESTIGE GROUP, INC., a Florida corporation, P97000077492.

INTO

C H M INVESTMENTS, INC., a Florida corporation, K95073

File date: December 14, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

CHM INVESTMENTS, INC. AND MONROE'S PRESTIGE GROUP, INC.

FILED
98 DEC 14 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into CHM Investments, Inc.


1. The attached plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act.

2. The effective date of the merger shall the date on which the articles of merger are filed with the Department of State.

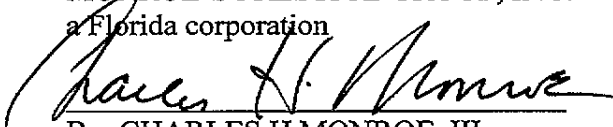
3. The plan of merger was adopted by the shareholders of each constituent corporations on November 1, 1998.

Dated December 7th, 1998.

CHM INVESTMENTS, INC.,
a Florida corporation


By: CHAD M. MONROE
Its: President

MONROE'S PRESTIGE GROUP, INC.
a Florida corporation


By: CHARLES H. MONROE, III
Its: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 7th day of December, 1998 by CHAD M. MONROE as President of CHM Investments, Inc., a Florida corporation, on behalf

of said corporation. He/she is personally known to me or who has produced
_____, as identification.



Barbara G. Barnes
MY COMMISSION # CC746349 EXPIRES
June 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Barbara H Barnes
Notary Public

Printed: _____

My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 7th day of December, 1998
by CHARLES H. MONROE, III as President of Monroe's Prestige Group, Inc., a Florida
corporation, on behalf of said corporation. He/she is personally known to me or who has produced
_____, as identification.



Barbara G. Barnes
MY COMMISSION # CC746349 EXPIRES
June 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Barbara H Barnes
Notary Public

Printed: _____

My Commission Expires: _____

PLAN OF MERGER

Plan of merger dated November 1, 1998, between CHM INVESTMENTS, INC., hereinafter sometimes called the "Surviving Corporation," and MONROE'S PRESTIGE GROUP, INC., hereinafter sometimes called the "Absorbed Corporation."

STIPULATIONS

A. Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 28050 U.S. Highway 19 N., Suite 208, Clearwater, Florida 33761.

B. Surviving Corporation has 100 authorized shares of One Dollar (\$1.00) par value common stock, of which 100 shares are issued and outstanding.

C. Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 28050 U.S. Highway 19 N., Suite 208, Clearwater, Florida 33761.

D. Absorbed Corporation has 10,000 authorized shares of One Dollar (\$1.00) par value common stock, of which 100 shares are issued and outstanding.

* * * *

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. Merger. MONROE'S PRESTIGE GROUP, INC., Absorbed Corporation shall merge with and into CHM INVESTMENTS, INC., which shall be the Surviving Corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

Each share of the One Dollar (\$1.00) par value common stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into One share of the

issued and outstanding on the effective date of the merger shall be converted into One share of the One Dollar (\$1.00) par value common stock of Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ABSORBED CORPORATION
Monroe's Prestige Group, Inc.

By: Paul H. Monroe

Its: DEES

[Corporate Seal]

Monroe's
Prestige Group, Inc.

[Corporate Seal]

CHM Investments, Inc.

SURVIVING CORPORATION
CHM Investments, Inc.

By: Paul H. Monroe

Its: DEES