

L04048

LAW OFFICES  
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TERROLL J. ANDERSON  
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LAWRENCE R. PATTERSON

TELEPHONE  
904-247-1770  
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January 6, 1999

ATTN: Corporate Section  
Secretary of State  
State of Florida  
409 E. Gaines Street  
Tallahassee, Florida 32399

VIA UPS

900002733219--7  
-01/07/99--01055--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Articles of Merger of KAU, Inc. and BAU, Inc.**

Gentlemen:

Please find enclosed for filing original and a copy of signed Articles of Merger of KAU, Inc. and BAU, Inc. and original Plan of Merger for the referenced corporations. Also, enclosed is our firms check in the amount of \$70.00 for filing the Articles of Merger. Please have the Articles of Merger filed and return back to us with a date stamped copy.

Please call if there is any other information you need. Thank you for your attention to this matter.

Sincerely,



Leigh Flood, Assistant to  
Lawrence R. Patterson

Enclosures

FILED  
99 JAN -7 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

1-14-99  
CC

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

B.A.U., INC., a Florida corporation, S17508

INTO

**KAU, INC.**, a Florida corporation, L04048.

File date: January 7, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF KAU, INC. AND BAU, INC.**

KAU, Inc. and BAU, Inc. being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

FILED  
JAN - 7 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Plan of Merger is:
  - (a) Name of each corporation planning to merge is:  
*KAU, Inc. and BAU, Inc.*
  - (b) Name of surviving corporation is:  
*KAU, INC.*
  - (c) The terms and conditions of the merger are:  
*All assets and liabilities of BAU, Inc. shall be merged into KAU, Inc.*
  - (d) The manner and basis of converting rights to acquire shares of each corporation is:  
*The sole shareholder of BAU, Inc. capital stock shall reissue 250 shares of KAU, Inc. capital stock for all of the capital stock in BAU, Inc.*
  - (e) There are no amendments to the articles of incorporation of the surviving corporation:
  - (f) The effective date of the merger is: *December 21, 1998*
2. The effective date of the Merger is: December 21, 1998
3. KAU, Inc. adopted the Plan of Merger on December 21, 1998, by a unanimous vote of the shareholders and Board of Directors.
4. BAU, Inc. adopted the Plan of Merger on December 21, 1998, by a unanimous vote of the shareholders and Board of Directors.
5. The Articles of Incorporation of the surviving corporation shall remain unchanged.

KAU, Inc., a Florida corporation

By: \_\_\_\_\_

Its: President

*Kenneth A. Unger*

and

\_\_\_\_\_  
Its: Secretary

(Corporate Seal)

41397

BAU, Inc., a Florida corporation

By: \_\_\_\_\_

Its: President

*Kenneth A. Unger*

and

\_\_\_\_\_  
Its: Secretary

(Corporate Seal)

**PLAN OF MERGER OF**  
**KAU, INC. AND BAI, INC.**

KAU, Inc., a Florida corporation and BAI, Inc., a Florida corporation hereby adopt the following Plan of Merger pursuant to Section 607.1101, Florida Statutes.

1. Name of each corporation planning to merge is:

*KAU, Inc. and BAI, Inc.*

2. Name of surviving corporation is:

*KAU, INC.*

3. The terms and conditions of the merger are:

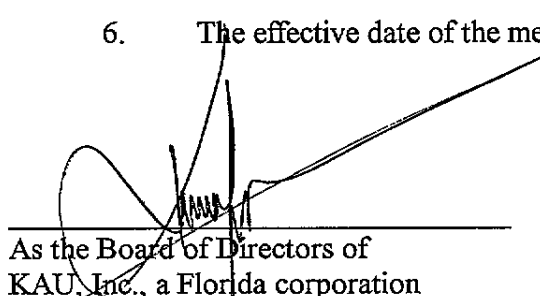
*All assets and liabilities of BAI, Inc. shall be merged into KAU, Inc.*

4. The manner and basis of converting rights to acquire shares of each corporation is:

*The sole shareholder of BAI, Inc. capital stock shall reissue 250 shares of KAU, Inc. capital stock for all of the capital stock in BAI, Inc.*

5. There are no amendments to the articles of incorporation of the surviving corporation:

6. The effective date of the merger is: *December 21, 1998*

  
As the Board of Directors of  
KAU, Inc., a Florida corporation

41395

  
As the Board of Directors of  
BAI, Inc., a Florida corporation