

CT CORPORATION SYSTEM

L19115

CORPORATION(S) NAME

SDA Finance Company and SDA Investors, L.L.C. with and into: SDA Enterprises, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<hr/>		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 12/21/01
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

Order#: 4994453

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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01 DEC 21 PM 4:19
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01 DEC 21 AM 8:31
TALLAHASSEE, FL 32301
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SDA FINANCE COMPANY, a Delaware entity, F94000006193 and SDA
INVESTORS, L.L.C., a Delaware entity.

INTO

SDA ENTERPRISES, INC., a Florida entity, L19115.

File date: December 21, 2001

Corporate Specialist: Shawn Logan

FILED
2001 DEC 21 AM 8:31
DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
SDA FINANCE COMPANY
AND
SDA INVESTORS, L.L.C.
WITH AND INTO
SDA ENTERPRISES, INC.

(Pursuant to Sections 607.1109 of the Florida Statutes)

The undersigned companies do hereby certify as follows:

FIRST: The name, address and state of organization of each of the constituent merging companies is as follows:

Entity Name	Jurisdiction
SDA Finance Company 777 South Flagler Drive East Tower, 10 th Floor West Palm Beach, FL 33401	Delaware Corporation
SDA Investors, L.L.C. 777 South Flagler Drive East Tower, 10 th Floor West Palm Beach, FL 33401	Delaware Limited Liability Company

SECOND: The name, address and state of organization of the constituent surviving corporation is SDA Enterprises, Inc., 777 South Flagler Drive, East Tower, 10th Floor, West Palm Beach, FL 33401.

THIRD: An Agreement and Plan of Merger by and between SDA Finance Company, SDA Investors, L.L.C. and SDA Enterprises, Inc., has been approved and adopted by SDA Enterprises, Inc., a Florida domestic corporation, in accordance with the requirements of section 607.1108 of the Florida Statutes and a copy thereof is attached hereto as Exhibit A.

FOURTH: The attached Agreement and Plan of Merger has been approved and adopted by each of SDA Finance Company and SDA Investors, L.L.C., 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 regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: These Articles of Merger shall become effective at the close of business on December 31, 2001.

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

IN WITNESS WHEREOF, SDA Finance Company, SDA Investors, L.L.C. and SDA Enterprises, Inc. have caused these Articles of Merger to be executed as of DECEMBER 20, 2001.

SDA Finance Company

By: Edward L. Steinberg
Name: Dr. Edward L. Steinberg
Title: Secretary & Executive
Vice President

SDA Investors, L.L.C.

By: Eliot Lauer
Name: Eliot Lauer
Title: Manager

SDA Enterprises, Inc.

By: Edward L. Steinberg
Name: Dr. Edward L. Steinberg
Title: Secretary & Executive Vice
President

FILED
2001 DEC 21 AM 8:31
BY JON A. STEPHANSON
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 20th day of December 2001, by and among SDA Finance Company, a Delaware corporation, SDA Investors, L.L.C., a Delaware limited liability company, and SDA Enterprises, Inc., a Florida corporation.

WHEREAS, the constituent companies desires to merge into a single company;

NOW, THEREFORE, the companies parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree as follows:

1) The Constituent Corporations. The parties respectively acknowledge and confirm as follows:

(a) The name of each constituent company is as follows:

(i) SDA Finance Company, a corporation organized and existing under the laws of the State of Delaware.

(ii) SDA Investors, L.L.C., a limited liability company organized and existing under the laws of the State of Delaware.

(iii) SDA Enterprises, Inc., a corporation organized and existing under the laws of the State of Florida.

(b) The name of the Surviving Corporation is, and following the Mergers (as defined below) will be, SDA Enterprises, Inc.

(c) The designation and number of outstanding shares or membership units, as the case may be, of each class and series of each constituent company is as follows:

<u>Name of Company</u>	<u>Designation of Capital</u>	<u>Authorized Capital</u>	<u>Outstanding Capital</u>
SDA Finance Company	Common Stock, par value \$0.01 per share	5,000 Shares	4,972.187 Shares
SDA Investors, L.L.C.	Units	N/A	4,972.187 Units
SDA Enterprises, Inc.	Common Stock, par value \$0.01 per share	5,000,000 Shares	4,972,187 Shares

2) The Mergers.

a) Subject to the terms and conditions set forth in this Agreement and Plan of Merger and in accordance with the Delaware General Corporation Law (the "DGCL"), the Delaware Limited Liability Company Act (the "DLLCA") and the Florida Business Corporation Act (the "FBCA"), at the Effective Time (as defined below), each of SDA Finance Company and SDA Investors, L.L.C. (the "Merged Entities") shall merge with and into SDA Enterprises, Inc. (the "Mergers"), and the separate existence of each of the Merged Entities shall thereupon cease, and SDA Enterprises, Inc., shall be the surviving corporation (the "Surviving Corporation").

b) At the Effective Time of the Mergers in accordance with Section 3 below, without further act or deed, all the property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description and all debts, liabilities and duties of every kind and description, in each case, of the Merged Entities, shall be transferred to, vested in and devolve upon the Surviving Corporation.

3) Certificate of Merger; Effective Time. The parties shall cause the Mergers to be consummated by filing certificates of merger, in such forms as are required by the relevant provisions of the DGCL, DLLCA and the FBCA, with the Secretary of State of Delaware and the Secretary of State of Florida, as applicable (the "Certificates of Merger"). The Certificates of Merger shall provide for the Mergers to become effective at the close of business on December 31, 2001 (the "Effective Time").

4) Certificate of Incorporation and Bylaws of the Surviving Corporation. The Certificate of Incorporation and the Bylaws of the Surviving Corporation, as heretofore amended and as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Corporation, until thereafter amended in accordance with applicable laws and the respective terms thereof.

5) Recapitalization of SDA Enterprises, Inc.: Conversion of Capital.

a) In connection with the Mergers, immediately prior to the Effective Time, each share of Common Stock, par value \$0.01 per share, of the Surviving Corporation ("Surviving Corporation Stock") that is then issued and outstanding shall, without any action on the part of the Merged Entities, the Surviving Corporation, or the holders thereof, automatically cease to exist, and shall be automatically cancelled and converted into the right to receive 1/1,000 of a share of Surviving Corporation Stock, so that following the exchange of Surviving Corporation Stock in respect of such conversion, the authorized and issued and outstanding Surviving Corporation Stock will be as set forth on Schedule I hereto.

b) At the Effective Time, each share of Common Stock, par value \$0.01 per share, of SDA Finance Company and each unit of SDA Investors, L.L.C., respectively, issued and outstanding immediately prior to the Effective Time (including each fraction of a share or unit) ("Merged Entities Capital") shall, by virtue of the Mergers, and without any action on the part of the Merged Entities, the Surviving Corporation, or the

holders thereof, automatically cease to exist, and shall be automatically cancelled and converted into the right to receive the number of shares of Surviving Corporation Stock set forth below, so that following the issuances of Surviving Corporation Stock in respect thereof, the authorized and issued and outstanding Surviving Corporation Stock will be as set forth on Schedule II hereto:

<u>Merged Entity</u>	<u>Number of Shares of Surviving Corporation Stock into which each Share or Unit of Merged Entity Capital is to be Converted</u>
SDA Finance Company	2.85600
SDA Investors, L.L.C.	1.60399

6) Exchange of Stock Certificates; Uncertificated Stock. Promptly following the Effective Time, each holder of a certificate representing shares or units, as the case may be, of the Merged Entities Capital and of Surviving Corporation Stock prior to the recapitalization provided for in Section 5(a) above shall surrender the same to the Surviving Corporation and, upon such surrender, the Surviving Corporation shall issue to each such holder, one or more stock certificate(s) representing the number of shares of Surviving Corporation Stock that the holder thereof is entitled to receive pursuant to Section 5 of this Agreement and Plan of Merger. Until so surrendered, each of such certificates shall be treated by the Surviving Corporation for all corporate purposes as evidencing ownership of the number of shares of Surviving Corporation Stock that the holder thereof is entitled to receive, upon surrender thereof, pursuant to Section 5 of this Agreement and Plan of Merger.

7) Directors and Officers. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall, from and after the Effective Time, continue in office as the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected or appointed and qualified, or until their earlier death, resignation, or removal in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

8) Termination; Amendment. Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors or Managers, as the case may be, of the constituent companies at any time prior to the Effective Time. This Agreement and Plan of Merger may be amended by the Board of Directors or Managers, as the case may be, of the constituent companies at any time prior to the Effective Time; provided that an amendment made subsequent to the adoption of this Agreement and Plan of Merger by the holders of the capital stock or units, as the case may be, of any of the constituent companies shall not (i) alter or change the amount or kind of shares or rights to be received in exchange for or upon conversion of the Merged Entities Capital, (ii) alter or change any provision of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger, or (iii) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the rights of the holders of capital stock or unites, as the case may be, of such constituent companies.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

SDA Finance Company

By: Edward L. Steinberg
Name: Dr. Edward L. Steinberg
Title: Secretary & Executive
Vice President

SDA Investors, L.L.C.

By: Eliot Lauer
Name: Eliot Lauer
Title: Manager

SDA Enterprises, Inc.

By: Edward L. Steinberg
Name: Dr. Edward L. Steinberg
Title: Secretary & Executive Vice
President

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7001 DEC 21 AM 8:31
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

SCHEDULE I**SDA ENTERPRISES, INC.****LIST OF SHAREHOLDERS**

(Effective upon 1/1,000 reverse stock split)

<u>Name of Shareholder</u>	<u>Number of Shares Owned</u>	<u>Percentage Ownership</u>
S. Daniel Abraham	2,702.36800	54.3497
Trust F/B/O Rebecca Abraham U/T/A dated September 16, 1982*	69.00000	1.3877
Trust F/B/O Laurie Abraham Pinck U/T/A dated September 8, 1988**	46.00000	.9251
Trust F/B/O Rebecca Abraham Gridish U/T/A dated November 2, 1988	470.45475	9.4617
Trust F/B/O Laurie Abraham Pinck U/T/A dated November 2, 1988	493.45475	9.9243
Trust F/B/O Tamar Abraham U/T/A dated November 2, 1988	470.45475	9.4617
Trust F/B/O Simona Abraham U/T/A dated November 2, 1988	470.45475	9.4617
Edward L. Steinberg and Judith Steinberg, Jt. Ten.	114.20000	2.2968
Judith Steinberg	135.80000	2.7312
TOTAL ***	4,972.18700	100.0000

* Following the liquidation of this Trust, which is being processed, the shares will be transferred to the beneficiary's November 1988 Trust.

** Following the liquidation of this Trust, which is being processed, the shares will be transferred either to the beneficiary or to her November 1988 Trust.

*** Totals may differ due to rounding.

SCHEDULE II**SDA ENTERPRISES, INC.****LIST OF SHAREHOLDERS**

(Effective immediately following Mergers of
SDA Finance Company and SDA Investors, L.L.C. with and into SDA Enterprises, Inc.)

<u>Name of Shareholder</u>	<u>Number of Shares Owned</u>	<u>Percentage Ownership</u>
S. Daniel Abraham	10,420.02366	38.38293
The Relatasi Trust	4,334.57948	15.96675
Trust F/B/O Rebecca Abraham U/T/A dated September 16, 1982*	34.50000	0.12708
Trust F/B/O Laurie Abraham Pinck U/T/A dated September 8, 1988**	46.00000	0.16944
Trust F/B/O Rebecca Abraham Gridish U/T/A dated November 2, 1988	2,756.99271	10.15559
Trust F/B/O Laurie Abraham Pinck U/T/A dated November 2, 1988	2,745.49271	10.12823
Trust F/B/O Tamar Abraham U/T/A dated November 2, 1988	2,722.49271	10.02850
Trust F/B/O Simona Abraham U/T/A dated November 2, 1988	2,722.49271	10.02850
Edward L. Steinberg and Judith Steinberg, Jt. Ten.	623.51822	2.29678
Judith Steinberg	741.45161	2.73119
TOTAL ***	27,147.54381	100.00000

* Following the liquidation of this Trust, which is being processed, the shares will be transferred to the beneficiary's November 1988 Trust.

** Following the liquidation of this Trust, which is being processed, the shares will be transferred either to the beneficiary or to her November 1988 Trust.

*** Totals may differ due to rounding.

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2001 DEC 21 AM 8:32
DIVISION OF CORPORATIONS
ALABAMA, FLORIDA