



THE UNITED STATES  
CORPORATION  
COMPANY

L99000003449

ACCOUNT NO. : 072100000032

REFERENCE : 274520 165301A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 131.25

ORDER DATE : June 15, 1999

ORDER TIME : 1:56 PM

ORDER NO. : 274520-015

CUSTOMER NO: 165301A

CUSTOMER: Robert Wilson, Legal Asst  
Evans & Luptak, Plc  
Suite 240  
2295 Corporate Boulevard  
Boca Raton, FL 33431

\$138.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN 15 PM 4:47

ARTICLES OF MERGER

M AND H PARTNERSHIP

10

INTO

M AND H ACQUISITIONS, L.L.C. L99000003449

400002905634--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JK  
6/15/99

99 JUN 15 PM 2:24

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

M AND H PARTNERSHIP, a Florida General Partnership (GP9900000564)

INTO

**M AND H ACQUISITIONS, L.L.C.**, a Florida entity, L99000003449

File date: June 15, 1999

Corporate Specialist: Buck Kohr

Account number: 072100000032

Account charged: 138.75

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**ARTICLES OF MERGER  
OF  
M AND H PARTNERSHIP,  
A FLORIDA GENERAL PARTNERSHIP  
AND  
M AND H ACQUISITIONS, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

GP 99 00000564

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To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Revised Uniform Partnership Act of 1995 and the Florida Limited Liability Company Act, the domestic general partnership and the domestic business company herein named do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging M and H Partnership, a Florida general partnership, with and into M and H Acquisitions, L.L.C., a Florida limited liability company.

2. The merger of M and H Partnership, a Florida general partnership, with and into M and H Acquisitions, L.L.C., a Florida limited liability company, is permitted by the laws of the State of Florida, the jurisdiction of organization of M and H Partnership, a Florida general partnership, and is in compliance with said laws. All of the partners of the M and H Partnership, a Florida general partnership, adopted the aforesaid Plan of Merger by Unanimous Written Consent in accordance with the provisions of the Florida Revised Uniform Partnership Act of 1995 on June 11, 1999.


3. All of the members of M and H Acquisitions, L.L.C., a Florida limited liability company, adopted the aforesaid Plan of Merger by Unanimous Written Consent in accordance with the provisions of the Florida Limited Liability Company Act on June 11, 1999.

4. The effective time and date of the merger herein provided for the State of Florida shall be the time and date of this filing.


Executed this 11 day of June, 1999.

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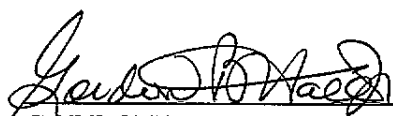
M AND H PARTNERSHIP, a Florida general  
partnership

By:   
Name: DAVID MOLA  
Capacity: Partner  
Date: 5/31/99

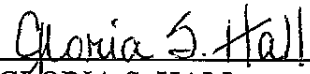
M AND H PARTNERSHIP, a Florida general  
partnership

By:   
Name: MARY BETH MOLA  
Capacity: Partner  
Date: 5/31/99

M AND H PARTNERSHIP, a Florida general  
partnership

By:   
Name: GORDON B. HALL, JR.  
Capacity: Partner  
Date: 6/1/99

M AND H PARTNERSHIP, a Florida general  
partnership

By:   
Name: GLORIA S. HALL  
Capacity: Partner  
Date: 6.11.99

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M AND H ACQUISITIONS, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: DAVID MOLA  
Capacity: Managing Member  
Date: 5/31/99

M AND H ACQUISITIONS, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: MARY BETH MOLA  
Capacity: Member  
Date: 5/31/99

M AND H ACQUISITIONS, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: GORDON B. HALL, JR.  
Capacity: Managing Member  
Date: 6/11/99

M AND H ACQUISITIONS, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: GLORIA S. HALL  
Capacity: Member  
Date: 6-11-99

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**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT**  
**OF ALL OF THE PARTNERS AND MEMBERS OF**  
**M AND H PARTNERSHIP, a Florida general partnership and**  
**M AND H ACQUISITIONS, L.L.C., a Florida limited liability company**

The undersigned do hereby certify that we are all of the partners of M and H Partnership, a general partnership, duly organized under the laws of the State of Florida, hereinafter referred to as the "Non-Surviving Partnership", and all of the members of M and H Acquisitions, L.L.C., a limited liability company, duly organized under the laws of the State of Florida, hereinafter referred to as the "Surviving Company"; that the following resolutions are hereby adopted on behalf of the Non-Surviving Partnership and Surviving Company by unanimous written consent of all of the partners and all of the members of the Non-Surviving Partnership and Surviving Company; that said resolutions are not in contravention of law or of the unwaived terms of any indenture, agreement or undertaking to which the Non-Surviving Partnership or Surviving Company is a party or by which they or their Property is bound and that the same have not been rescinded and are in full force and effect:

**RESOLVED:**

**WHEREAS**, it is in the best interests of the Non-Surviving Partnership and Surviving Company to merge into M and H Acquisitions, L.L.C., a limited liability company organized under the laws of the State of Florida. Now, therefore, the undersigned partners of the Non-Surviving Partnership and members of the Surviving Company adopt the following plan of merger by joint action of unanimous written consent.

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1. M and H Partnership, a Florida general partnership and M and H Acquisitions, L.L.C., a Florida limited liability company, shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Florida Revised Uniform Partnership Act of 1995, be merged with and into a single limited liability company to wit, M and H Acquisitions, L.L.C., a Florida limited liability company, which shall be the surviving company at the effective time and date of the merger, and which shall continue to exist as the surviving company under its present name M and H Acquisitions, L.L.C., pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the Non-Surviving Partnership, shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Operating Agreement of the Surviving Company at the effective time and date of the merger shall be the Operating Agreement of the Surviving Company and the Operating Agreement as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The present bylaws of the Surviving Company will be the bylaws of the Surviving Company and will continue in full force and effect until changed, altered, or amended as herein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

4. The managing members of the Surviving Company at the effective time and date of the merger shall be the first managing members of the Surviving Company, all of whom shall hold their management position until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Company.

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5. Each issued share of the Non-Surviving Company immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the Surviving Company. The issued shares of the Surviving Company shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Company.

6. The merger of the Non-Surviving Partnership with and into the Surviving Company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Non-Surviving Partnership and Surviving Company, the same being hereby approved by the partners of the Non-Surviving Partnership and members of the Surviving Company.

7. The Non-Surviving Partnership and the Surviving Company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The partners of the Non-Surviving Partnership and managing members of the Surviving Company, respectively, are each hereby authorized, empowered, and directed, acting alone and without the participation of any other partner or member, to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger whether in the State of Florida or elsewhere.



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IN WITNESS WHEREOF, the undersigned partners of the Non-Surviving Partnership and the members of the Surviving Company hereby adopt this Plan of Merger this 11 day of May 1999.

M AND H PARTNERSHIP, a Florida general partnership

By: [Signature]  
Name: DAVID MOLA  
Capacity: Partner  
Date: 5/31/99

M AND H PARTNERSHIP, a Florida general partnership

By: Mary Beth Mola  
Name: MARY BETH MOLA  
Capacity: Partner  
Date: 5/31/99

M AND H PARTNERSHIP, a Florida general partnership

By: [Signature]  
Name: GORDON B. HALL, JR.  
Capacity: Partner  
Date: 6/11/99

M AND H PARTNERSHIP, a Florida general partnership

By: Gloria S. Hall  
Name: GLORIA S. HALL  
Capacity: Partner  
Date: 6.11.99

M AND H <sup>ACQUISITIONS</sup>, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: DAVID MOLA  
Capacity: Managing Member  
Date: 5/31/99

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M AND H <sup>ACQUISITIONS</sup>, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: MARY BETH MOLA  
Capacity: Member  
Date: 5/31/99

M AND H <sup>ACQUISITIONS</sup>, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: GORDON B. HALL, JR.  
Capacity: Managing Member  
Date: 6/11/99

M AND H <sup>ACQUISITIONS</sup>, L.L.C., a Florida  
limited liability company

By: [Signature]  
Name: GLORIA S. HALL  
Capacity: Member  
Date: 6.11.99