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Division of Corporations

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MERGER OR SHARE EXCHANGE

H & K HOLDINGS, L.C.

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ARTICLES OF MERGER
between
H & K HOLDINGS, L.C. and H & K PROPERTIES
into
H & K HOLDINGS, L.C.

These Articles of Merger are submitted in accordance with section 608.4382, Florida Statutes as follows:

1. H & K Holdings, L.C., a Florida limited liability company and H & K Properties, a Florida general partnership agree merge into H & K Holdings, L.C.

	Address	Florida Document No:	Federal ID No:
H & K Holdings, L.C.	1800 NW Corporate Blvd Suite 102 Boca Raton, Fl. 33431-7336	99000003738	65-093645
H & K Properties	20975 Pinar Trail Boca Raton, Fl. 33433	not applicable	65-0428850

2. After the merger, H & K Holdings, L.C. shall survive and it shall retain the same address, Florida Document Number and federal identification number.
3. The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes and was approved by: H & K Holdings, L.C. in accordance with the provisions of chapter 608, Florida Statutes; and H & K Properties in accordance with the provisions of chapter 620, Florida Statutes.
4. The merger is permitted under the laws of the State of Florida and is not prohibited by any H & K Properties partnership agreement or by H & K Holdings, L.C.'s regulations or articles or organization.
5. The merger shall become effective as of January 1, 2004.

Stuart A. Rader, Esq.
Fl. Bar No: 352047
2101 NW Boca Raton Boulevard
Boca Raton, Florida 33431
561.368.0545

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PLAN OF MERGER
between
H & K HOLDINGS, L.C. and H & K PROPERTIES
into
H & K HOLDINGS, L.C.

1. H & K Holdings, L.C., a Florida limited liability company and H & K Properties, a Florida general partnership plan to merge.
2. H & K Holdings, L.C., a Florida limited liability company shall be the surviving entity.
3. H & K Holdings, L.C. shall assume all rights, assets, liabilities and obligations of H & K Properties.
4. H & K Holdings, L.C. and H & K Properties have the same two individuals as owners with each owning a fifty (50%) percent interest in each entity. Each partnership interest in H & K Properties shall be converted into the individual's existing Membership Interest in H & K Holdings, L.C. using a conversion ratio of 1:1. By way of example, the individual's 50% partnership interest in H & K Properties shall be merged into that individual's 50% interest in H & K Holdings, L.C. To the extent that there exist any rights to acquire additional membership interests in H & K Properties not covered by the preceding 3 sentences, then each such right shall be based upon a conversion ratio of 1:1 in H & K Holdings, L.C.
5. The names and addresses of the managing members of H & K Holdings, L.C., the surviving entity are:

Denise Heimberg 1800 NW Corporate Boulevard, Suite 102, Boca Raton, FL 33431-7336
Mindy L. Kahan 1800 NW Corporate Boulevard, Suite 102, Boca Raton, FL 33431-7336.
6. This Plan of Merger complies with applicable Florida law.
7. The effective date of the merger shall be January 1, 2004.

© WORDPERM H & K Holdings, L.C. MERGER DOCS PLAN OF MERGER between H & K HOLDINGS.wpd

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6. Three Articles of Merger were executed in accordance with applicable Florida law.

H & K Holding, L.C.

By: Denise Heimberg
Denise Heimberg, Managing Member
Dec. 04, 2003

By: Mindy L. Kahan
Mindy L. Kahan, Managing Member
12/4, 2003

H & K Properties

by: Denise Heimberg
Denise Heimberg, General Partner
Dec. 04, 2003

by: Mindy L. Kahan
Mindy L. Kahan, General Partner
12/4, 2003

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