M59327 Refm R011 #20652

Fine Jacobson Schwartz Nash Block & England

One CenTrust Financial Center
100 Southeast 2nd Street
Miami, Florida 3313:
Telephone (305) 577-4...
Telecopier (305) 577-...
Cable FLORIDALAW
Telex 522726

October 20, 1987

3000023615 13--8

Secretary of State
8400 N.W. 53rd Street
Suite C-100
Miami, Florida 33166

Re: Friedkin Industries, Inc. into
Friedkin Enterprises, Inc.

Gentlemen:

Enclosed is our firm check in the amount of $110.00 covering the filing charges for the above referenced merger. I have enclosed a xerox copy for you to certify and return to us.

Please call if you have any questions regarding this matter.

Sincerely

Thomas Ruffin III

55366.0001
2LT1019TR/rwl
Enclosure
As stated

Name Availability	
	50
Acknowledgement	10/21/87
W. P. Verifyer	

C. TAX	
FILING	40
R. AGENT	
C. COPY	30
TOTAL	70
N. BANK	
BALANCE DUE	
REFUND	40.00
PHOTO COPY	

Ft. Lauderdale Office
750 Southeast 3rd Avenue
Ft. Lauderdale, Florida 33316
Telephone (305) 462-2800
Telecopier (305) 462-4503
Cable FORTLAW

M59327

2065201040

FILED
1987 OCT 21 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND CERTIFICATE OF MERGER

OF

FRIEDKIN INDUSTRIES, INC.

INTO

FRIEDKIN ENTERPRISES, INC.

Pursuant to the provisions of Section 607.224 of the Florida General Corporation Act and Section 1701.79 of The Revised Code of Ohio, the undersigned corporations adopt the following Articles of Merger and set forth:

1. The names of the corporations which are parties to the merger, and the name of the surviving corporation are as follows:

Parties to the Merger

Friedkin Industries, Inc., an Ohio corporation

Friedkin Enterprises, Inc., a Florida corporation

Surviving Corporation

Friedkin Enterprises, Inc., a Florida corporation

2. The name of the surviving corporation shall be changed to Friedkin Industries, Inc. as a result of the merger.

3. A copy of the Plan and Agreement of Merger of Friedkin Industries, Inc. into Friedkin Enterprises, Inc. is attached hereto and made a part hereof.

4. The dates of unanimous adoption by the shareholders and directors of the Plans of Merger were:

Name of Corporation	Date
Friedkin Industries, Inc.	10/19/87
Friedkin Enterprises, Inc.	10/19/87

4. The manner in which any exchange, classification, or cancellation of issued shares shall be effected shall be as follows:

Upon the Merger becoming effective, each share of issued and outstanding Class "A" common stock of Friedkin Industries, Inc. shall be exchanged for one (1) share of Common Stock - Class A of Friedkin Enterprises, Inc. and each share of issued and outstanding nonvoting Class "B" common stock shall be exchanged for one (1) share of nonvoting Common Stock - Class B such that after the merger, ownership of the stock shall be as follows:

Monte Friedkin	86,500 Shares Class A
Ada Friedkin	500 Shares Class B
The Ben Friedkin Marital Trust	10,000 Shares Class B
The Friedkin Family Trust	4,000 Shares Class B

5. Friedkin Enterprises, Inc., desires to transact business in Ohio as a foreign corporation and hereby appoints, pursuant to Section 1701.82(b) of The Revised Code of Ohio, the

following as statutory agent upon whom any process, notice or demand against it may be served:

Monte Friedkin
3710 Belmont Avenue
P.O. Box 1341
Youngstown, Ohio 44501

6. This Merger shall be executed pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and shall be effective on November 1, 1987.

FRIEDKIN INDUSTRIES, INC., an Ohio corporation

By: ______________________
MONTE FRIEDKIN, President

and ______________________
LORA FRIEDKIN, Secretary

FRIEDKIN ENTERPRISES, INC. a Florida corporation

By: ______________________
MONTE FRIEDKIN, President

and ______________________
LORA FRIEDKIN, Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared MONTE FRIEDKIN who is to me well known to be the person described in and who subscribed the above Articles and Certificate of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Miami, in said County and State this 19th day of October, 1987.

Leonard Becker
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires Feb. 21, 1990
BONDED THRU FLORIDA NOTARY SERVICES

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared LORA FRIEDKIN who is to me well known to be the person described in and who subscribed the above Articles and Certificate of Merger, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Miami, in said County and State this 19th day of October, 1987.

Leonard Becker
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires Feb. 21, 1990
BONDED THRU FLORIDA NOTARY SERVICES

6DC0807TR/mlp

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT, made and entered into this 19th day of October, 1987 by and between FRIEDKIN INDUSTRIES, INC., an Ohio corporation, and FRIEDKIN ENTERPRISES, INC., a Florida corporation (hereinafter sometimes collectively referred to as "Corporations").

W I T N E S S E T H:

WHEREAS, FRIEDKIN INDUSTRIES, INC. is a corporation organized and existing under the laws of the State of Ohio and having an authorized capital stock of One Hundred Thousand (100,000) shares of Class "A" common stock of one cent ($.01) par value of which Eighty-Six Thousand Five Hundred (86,500) shares are outstanding and One Hundred Thousand (100,000) shares of non-voting Class "B" common stock of one cent ($.01) par value of which Fourteen Thousand Five Hundred (14,500) shares are outstanding; and

WHEREAS, FRIEDKIN ENTERPRISES, INC. is a corporation organized and existing under the laws of the State of Florida and having an authorized capital stock of One Hundred Thousand (100,000) shares of Common Stock - Class A and One Hundred Thousand (100,000) shares of non-voting Common Stock - Class B, all of which have a one cent ($0.01) per value; and

WHEREAS, a major portion of the business of FRIEDKIN INDUSTRIES, INC. is conducted in Florida and business efficiencies will be obtained by changing the state of incorporation;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein set forth, the parties agree as follows:

1. Parties to Merger/States of Incorporation/ Survivor. The parties to the merger, states of incorporation, and survivor corporation are as follows:

Parties	State of Incorporation	Survivor
Friedkin Industries, Inc.	Ohio	
Friedkin Enterprises, Inc.	Florida	Friedkin Enterprises, Inc.

2. Change Of Name Of Survivor. The name of the surviving corporation shall be changed to Friedkin Industries, Inc. as a result of the merger.

3. Provisions Which Would Be Required In Articles of Incorporation. All provisions with respect to the new or surviving corporation which would be required in the original articles of incorporation are included herein.

4. Statements Required By Laws of Foreign States. All statements and matters required to be set forth by the laws of each state of any foreign constituent corporation are included herein.

5. Surviving Directors. The directors of the surviving corporation shall continue as such.

6. Regulations of Surviving Corporations. Regulations of the surviving corporation shall be those of Friedkin Industries, Inc.

6. Terms of Merger. The Corporations hereby adopt a Plan and Agreement of Merger intended to be effected as a tax-free reorganization pursuant to section 368(a)(1)(F) of the Internal Code of 1986, and qualifying as a statutory merger pursuant to Florida Statutes, Chapter 607 and Revised Code of Ohio, Section 1701. The terms of the merger shall be in accordance with the Articles and Certificate of Merger executed contemporaneously herewith, attached hereto and made a part hereof.

7. Effective Date. This Plan and Agreement of Merger shall be carried out on, and shall be effective as of November 1, 1987.

8. Further Actions. All necessary action shall be taken to transfer information, contracts, assets, or any other property so that this Plan and Agreement of Merger be effected pursuant to the provisions herewith, and in accordance with the Articles and Certificate of Merger being filed contemporaneously herewith.

9. Authorization. The appropriate officers of the Corporations are authorized for and on behalf of and in the name of Corporations to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other

documents as may be deemed necessary by them or desirable in order to effectuate this Plan and Agreement.

10. Principal Office. The principal office of Friedkin Enterprises, Inc. is located at 8800 N.W. 79th Avenue, Medley, Florida 33166.

11. Transaction of Business in Ohio/Appointment of Statutory Agent. Friedkin Enterprises, Inc. desires to transact business in Ohio as a foreign corporation, and hereby appoints the following as statutory agent upon whom any process, notice or demand against it may be served:

Monte Friedkin
3710 Belmont Avenue
P.O. Box 1341
Youngstown, Ohio 44501

12. Corporate Purpose. The surviving corporation is formed for the purpose of engaging in any lawful act or activity which corporation may be formed under the laws of Florida.

13. Authorized Shares. The classes and authorized number of shares of the capital stock of the surviving corporation are as follows: One Hundred Thousand (100,000) shares of Common Stock - Class A having a par value of one cent ($.01) per share and One Hundred Thousand (100,000) shares of non-voting Common Stock - Class B having a par value of one cent ($.01) per share.

14. Dissenter's Rights. If any shareholders of the Corporations dissent from this Plan and Agreement of Merger, such dissenting shareholders are entitled, if they comply with Florida Statutes §607.247 or §1701.85 of the Revised Code of Ohio, as the

case may be, to be paid fair value for their shares of stock of the corporation.

15. Law Governing Surviving Corporation. The laws of Florida shall govern the surviving corporation.

16. Miscellaneous. This Plan and Agreement constitutes the entire Agreement in understanding between the parties and supercedes all prior agreements and understandings related hereto. This Plan and Agreement shall be governed by the laws of the States of Ohio and Florida.

17. Benefit. This Agreement shall be binding upon and inure to benefit the parties, their personal representatives, estates, successors and assigns.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

FRIEDKIN INDUSTRIES, INC., an Ohio corporation

By: ______________________
MONTE FRIEDKIN, President

By: ______________________
LORA FRIEDKIN, Secretary

FRIEDKIN ENTERPRISES, INC., a Florida corporation

By: ______________________
MONTE FRIEDKIN, President

By: ______________________
LORA FRIEDKIN, Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared MONTE FRIEDKIN and LORA FRIEDKIN who are to me well known to be the persons described in and who subscribed the above Plan and Agreement of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Miami, in said County and State this 19th day of October, 1987.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires ... 1990
BONDED THRU FLORIDA NOTARY SERVICES

... 410TR/mlp

SURVIVING

15:08:30 10/21/1987

DOCUMENT M59327 ACTIVE, FOR PROFIT LOC FL-23-

FLE 9/18/1987 S01

NAME FRIEDKIN ENTERPRISES, INC.

ADDRESS C/O MONTE FRIEDKIN
8800 N.W. 79TH AVE
MEDLEY, FL 33166

AUTH. STOCK SEE SCRATCH PAD

OFFICERS/DIRECTORS:

D FRIEDKIN, MONTE 8800 NW 79TH AVE MEDLEY, FL

REG. AGENT FRIEDKIN, MONTE
8800 N.W. 79TH AVE
MEDLEY, FL 33166

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