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*Errol M. Rosen  
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-11/23/98--01085--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

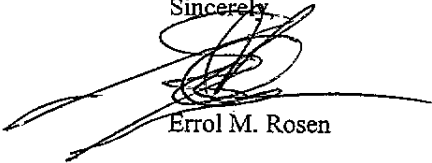
November 18, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles and Plan of Merger of Jackson's of Louisiana, Inc. and Kapelow  
Investments, Inc.

I am enclosing duplicate originals of the Articles and Plan of Merger for the captioned corporations together with my check for \$78.75 (\$35 for each corporation and \$8.75 for the certified copy). I would appreciate your returning a certified copy of the filed articles and plan of merger to me at the above address.

Sincerely,

  
Errol M. Rosen

/mil

Enclosures

**FILED**  
98 DEC - 7 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger  
12/13  
[Signature]*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JACKSON'S OF LOUISIANA, INC., a Louisiana corp., not qualified in Florida

INTO

**KAPELOW INVESTMENTS, INC.**, a Florida corporation, M73916

File date: December 7, 1998

Corporate Specialist: Karen Gibson

ARTICLES AND PLAN OF MERGER OF  
JACKSON'S OF LOUISIANA, INC. AND KAPELOW INVESTMENTS, INC.

FILED  
98 DEC -7 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, being respectively the President and Secretary of Jackson's of Louisiana, Inc. and Kapelow Investments, Inc. hereby certify:

1. The names of the constituent corporations are Jackson's of Louisiana, Inc. a Louisiana Corporation and Kapelow Investments, Inc., a Florida Corporation, being the surviving corporation in the merger and its name as the surviving corporation is Kapelow Investments, Inc.
2. On the effective date of the merger, the Articles of Incorporation of Kapelow Investments, Inc. shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.
3. On the effective date of the merger, the By-Laws of Kapelow Investments, Inc. shall be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions hereof.
4. The merger provided for herein shall become effective at the close of business on the date it is filed by the Secretary of State.
5. The plan of merger was adopted by the Directors and Stockholders of Jackson's of Louisiana, Inc. and Kapelow Investments, Inc. special joint meetings called to consider and vote upon the merger held on, November 13, 1998.

6. The Directors of Kapelow Investments, Inc. on the effective date of the merger, shall continue to be the Directors of the surviving corporation for the term for which they were elected and until their successors are elected and qualified as provided by law and the By-Laws of the surviving corporation.
7. The Officers of Kapelow Investments, Inc. on the effective date of the merger, shall continue to be the Officers of the surviving corporation and shall hold office until their respective successors are chosen and qualified, as provided by law and the By-Laws of the surviving corporation.
8. Each share of common stock of Kapelow Investments, Inc. outstanding on the effective date of the merger, shall remain outstanding as one (1) share of common stock of the surviving corporation. On the effective date of the merger, all shares of Jackson's of Louisiana, Inc. shall be cancelled and all rights in respect thereof shall cease.
9. On the effective date of the merger, all of the property, rights, privileges, and franchises, of whatsoever nature and description of Jackson's of Louisiana, Inc. shall be transferred to, vested in and all property rights, privileges and franchises shall be the property of Kapelow Investments, Inc.

IN WITNESS WHEREOF, Jackson's of Louisiana, Inc. and Kapelow Investments, Inc. pursuant to authority duly given by their respective Stockholders and Boards of Directors, have by their respective Presidents executed and by their respective Secretaries attested to these Articles of Merger.

JACKSON'S OF LOUISIANA, INC.

BY: *Paul Kapelow*

PRESIDENT

ATTEST: *[Signature]*

ASSISTANT SECRETARY

KAPELOW INVESTMENTS, INC.

BY: *Paul Kapelow*

PRESIDENT

ATTEST: *[Signature]*

ASSISTANT SECRETARY

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME PERSONALLY APPEARED, Paul Kapelow who is President of Jackson's of Louisiana, Inc. and Kapelow Investments, Inc. and Errol Rosen who is Assistant Secretary of Jackson's of Louisiana, Inc. and Kapelow Investments, Inc. and they acknowledged before me that they executed the foregoing Articles of Merger and that they are personally known to me.

IN WITNESS WHEREOF, I have set my hand and seal this 18<sup>th</sup> day of November, 1998.

*[Signature]*  
Notary Public, State of Florida  
My Commission Expires:

