

P00000021525

MICHAEL D. HORLICK

ATTORNEY and COUNSELOR AT LAW

1314 E. VENICE AVENUE - SUITE D
VENICE, FLORIDA 34292

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October 19, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
NOV 21 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: CCA Associates, Inc.
Critical Care Associates, Inc.

900003435959--7
-10/23/00--01132--007
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the following documents to complete the merger for the above-referenced corporations:

1. Plan of Merger, and
2. Articles of Merger.

Also enclosed is a check in the amount of \$78.75 reflecting the \$35.00 per party filing fee and an \$8.75 certified copy fee.

If you have any questions regarding the enclosures, please give me a call.

Sincerely,



Michael D. Horlick

MDH/rai

Enclosures

cc: Mr. and Mrs. John Zeiss (w/enclosures)

L.CCA.SoS.Merger.wpd

merger nc

T. LEWIS NOV 28 2000

MICHAEL D. HORLICK

ATTORNEY and COUNSELOR AT LAW

1314 E. VENICE AVENUE - SUITE D
VENICE, FLORIDA 34292

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November 6, 2000

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

Re: CCA Associates, Inc.
Reference Number P00000021525

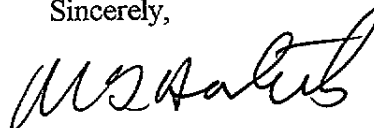
Dear Sir or Madam :

In accordance with your letter of October 31st, enclosed please find the Articles of Merger in compliance with 607.1105 F.S.

Please complete this filing as soon as possible.

Thank you.

Sincerely,



Michael D. Horlick

RECEIVED
NOV 14 AM 8:26
MDH:ems
Enclosure
DIVISION OF CORPORATIONS
cc: John Zeiss, Pres.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 16, 2000

MICHAEL D. HORLICK, ESQ.
1314 E. VENICE AVENUE
SUITE D
VENICE, FL 34292

SUBJECT: CCA ASSOCIATES, INC.
Ref. Number: P00000021525

We have received your document for CCA ASSOCIATES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 900A00059004

RECEIVED
00 NOV 27 AM 7:53
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 31, 2000

MICHAEL D. HORLICK, ESQ.
1314 E. VENICE AVENUE
SUITE D
VENICE, FL 34292

SUBJECT: CCA ASSOCIATES, INC.
Ref. Number: P00000021525

We have received your document for CCA ASSOCIATES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 500A00056620

ARTICLES OF MERGER
Merger Sheet

MERGING:

CRITICAL CARE ASSOCIATES, INC., a New Jersey corporation,
F95000005702.

INTO

CCA ASSOCIATES, INC. which changed its name to

CORAL COVE BOOKS, INC., a Florida entity, P00000021525

File date: November 27, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

The undersigned corporation, **CCA ASSOCIATES, INC.**, a Florida corporation, hereby executes and submits the following Articles of Merger pursuant to Section 607.1105, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

CCA Associates, Inc.
7872 South Tamiami Trail
Sarasota, FL 34231

Florida

Corporation

Florida Document/Registration No.: P00000021525

FEIN: 22-2675928

Critical Care Associates, Inc.
7872 South Tamiami Trail
Sarasota, FL 34231

New Jersey

Corporation

Florida Document/Registration No.: F95000005702

FEIN: 22-2675928

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Jurisdiction

Entity Type

CCA Associates, Inc.
7872 South Tamiami Trail
Sarasota, FL 34231

Florida

Corporation

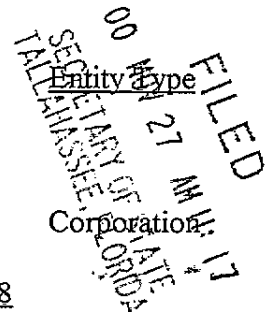
Florida Document/Registration No.: P00000021525

FEIN: 22-2675928

THIRD: The attached Plan of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved and adopted by the board of directors and shareholders of each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes, on February 29, 2000.

FOURTH: The attached Plan of Merger was approved by the board of directors and shareholders of Critical Care Associates, Inc., a New Jersey corporation, and party to the merger in accordance with the applicable provisions of the laws of the State of New Jersey on February 29, 2000.

FIFTH: The merger is permitted under the respective laws of the State of Florida and the State of New Jersey.



PLAN OF MERGER

THIS PLAN OF MERGER (hereinafter called the "Plan"), is dated as of February 29, 2000 between **CRITICAL CARE ASSOCIATES, INC.**, a New Jersey corporation (hereinafter called "CCA") and **CCA ASSOCIATES, INC.**, a Florida corporation (hereinafter called "CCA-Florida") which corporations are wholly owned by John C. Zeiss and Beverly J. Zeiss, individuals (hereinafter called "Mr. and Mrs. Zeiss").

WITNESSETH:

I. PURPOSE OF THE PLAN

CCA was incorporated in the State of New Jersey on December 18, 1985 by Mr. and Mrs. Zeiss, who were then residents of the State of New Jersey. Since the incorporation of CCA, Mr. and Mrs. Zeiss have moved their residence to the State of Florida and the business of CCA is now conducted solely in Florida. In view of the absence of any continuing contacts with the State of New Jersey and in view of the state and local tax filing considerations which militate in favor of a change in the place of incorporation of CCA to the State of Florida, the board of directors and stockholders of CCA seek to reincorporate CCA in the State of Florida.

II. PLAN OF REINCORPORATION

Under the Plan, CCA-Florida has been incorporated in the State of Florida by Mr. and Mrs. Zeiss. In compliance with the applicable provisions of the laws of the State of New Jersey and the State of Florida, CCA shall be, and on the effective date of the merger will be, merged with and into CCA-Florida, which shall be the surviving corporation. Upon such merger, the separate corporate existence of CCA shall cease and CCA-Florida shall succeed, without other transfer, to all of the rights and properties of CCA and shall become subject to all debts and liabilities of CCA in the same manner as if CCA-Florida itself had incurred them.

III. METHOD OF CARRYING OUT THE PLAN

The Articles of Incorporation of CCA-Florida as in effect on the effective date of the merger shall continue in full force and effect as the Articles of Incorporation of CCA-Florida until amended as provided by law, except, that, upon the filing of the Articles of Merger with the State of Florida, the name of surviving corporation shall be changed to "**CORAL COVE BOOKS, INC.**". The Bylaws of CCA-Florida as in effect on the effective date of the merger shall continue in full force and effect as the Bylaws of CCA-Florida until amended as provided by law.

IV. EXCHANGE OF SHARES

All of the shares of CCA and CCA-Florida are owned by Mr. and Mrs. Zeiss. All of the outstanding shares of CCA which are issued and outstanding on the effective date of the merger will be cancelled. Each outstanding share of CCA-Florida on the effective date of the merger will continue to be an outstanding share of stock of the surviving corporation.

V. COMPLIANCE WITH NEW JERSEY LAW

The President of CCA, the constituent New Jersey corporation party to this merger, shall sign this Plan of Merger in behalf of the corporation. This Plan shall then be submitted to the shareholders of the corporation at a meeting thereof, separately called and held for the purpose of considering and taking action upon the proposed merger. At such meeting this Plan shall be considered and a vote taken thereon in the manner prescribed by Title 14A, Section 14A:10-3 of the Revised Statutes of New Jersey.

CCA-Florida constituent foreign corporation party to this merger, shall comply with the applicable laws of the State of Florida in order to effectuate this Plan of Merger.

VI. POST MERGER PROCEEDINGS

A meeting of the board of directors of CCA-Florida, the corporation which shall survive this merger, shall be held as soon as practicable after the date on which this merger shall become effective and may be called in the manner provided in its Bylaws for the calling of special meetings of the board of directors and may be held at the time and place specified in the notice of the meeting. The corporation which shall survive the merger shall pay all expenses of carrying this agreement into effect and of accomplishing this merger.

VII. VESTING OF RIGHTS, DUTIES AND OBLIGATIONS

When the merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations parties to this merger, whether of a public or a private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever account, as well for stock subscriptions as all other things in action or belonging to either of the said corporations shall be vested in the corporation which shall survive this merger; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the corporation which shall survive this merger as they were of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of CCA shall thenceforth attach to

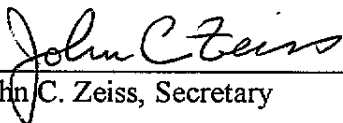
CCA-Florida, the corporation which shall survive this merger, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

VIII. FURTHER ASSIGNMENTS AND ASSURANCES

If at any time CCA-Florida, the corporation which shall survive the merger, shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the said corporation, according to the terms hereof, the title to any property or rights of CCA, the proper officers and directors of said surviving corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest title in such property or rights in the corporation which shall survive the merger and otherwise to carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be duly executed by its President and corporate seal to be affixed hereto and attested by its Secretary.


ATTEST:


John C. Zeiss, Secretary

CRITICAL CARE ASSOCIATES, INC.

By:  (SEAL)
Beverly J. Zeiss, President

ATTEST:


John C. Zeiss, Secretary

CCA ASSOCIATES, INC.

By:  (SEAL)
Beverly J. Zeiss, President

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the State of New Jersey.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered this 29th day of February, 2000.

CCA ASSOCIATES, INC., a Florida corporation

By: Beverly J. Zeiss
Beverly J. Zeiss, President

CRITICAL CARE ASSOCIATES, INC., a New Jersey corporation

By: Beverly J. Zeiss
Beverly J. Zeiss, President