

P000000101486

LAW OFFICES  
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BOCA CORPORATE CENTER  
SUITE 325  
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BOCA RATON, FLORIDA 33431

FREDERIC M. KLEIN  
ALSO ADMITTED CONNECTICUT BAR

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October 31, 2000

Florida Department of Revenue  
Division of Corporations  
5050 W. Tennessee St.  
Tallahassee, FL 32399

500003453995--2  
-12/12/00--01015--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: OPA, Inc.  
Document No. P0000101480

500003453995--2  
-11/06/00--01139--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

I am enclosing herewith Articles of Merger and Plan of Merger in which a Connecticut corporation was merged into the above Corporation together with a filing fee of \$35.00. Please be kind enough to acknowledge receipt.

Very truly yours,

FREDERIC M. KLEIN, P.A.

By: *Frederic M. Klein*  
FREDERIC M. KLEIN

FMK:lkr  
enclosure

FILED  
00 DEC 12 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P000000101486  
merger  
JPK CM



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

November 20, 2000

**FREDERIC KLEIN**  
SUITE 325  
2101 CORPORATE BLVD.  
BOCA RATON, FL 33431

**SUBJECT: OPA, INC.**  
Ref. Number: P00000101486

We have received your document for OPA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 9C0A00059397

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

OPA, INC., A Connecticut corporation not qualified in the State of Florida.

INTO

**OPA, INC.**, a Florida entity, P00000101486

File date: December 12, 2000


Corporate Specialist: Carol Mustain

## ARTICLES OF MERGER

The undersigned Corporation, OPA, Inc., does hereby Certify:

1. The name and State of Incorporation of each of the corporations to the merger are as follows:  
OPA, Inc., A Florida corporation  
OPA, Inc., A Connecticut corporation
2. An agreement and Plan of Merger between the parties to the merger has been approved, adopted, executed and acknowledged by each of the corporations in accordance with the attached Plan of Merger.
3. The surviving corporation of the merger is OPA, Inc, a Florida corporation.
4. The Board of Directors and shareholder of each of the corporations have unanimously approved the Plan of Merger to become effective upon the filing of the Articles of Merger.

IN WITNESS WHEREOF, OPA, Inc., a Connecticut corporation has caused this instrument to be signed and its seal be affixed by CARL S. HOFFMAN, its President hereunto duly authorized this 30th day of October, 2000.

  
CARL S. HOFFMAN, President

IN WITNESS WHEREOF, OPA, Inc., a Florida corporation has caused this instrument to be signed and its seal to be approved by CARL S. HOFFMAN, its President hereunto duly authorized this 30th day of October, 2000.

  
CARL S. HOFFMAN, President

FILED  
00 DEC 12 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )

) SS

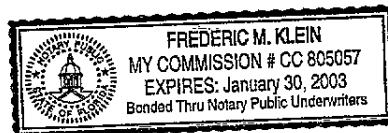
COUNTY OF PALM BEACH)

Be it remembered that on this 30 day of October 2000 before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CARL S. HOFFMAN who is known to be the person described as President of OPA, Inc., a Connecticut Corporation and OPA, Inc., a Florida Corporation, and be acknowledged before me that he executed said Articles of Merger.

WITNESS my hand and official seal at Boca Raton, said County and state this 30 day of October, 2000.

  
\_\_\_\_\_  
Notary Public

My commission expires:



## PLAN OF MERGER

Agreement and Plan of Merger dated October 30<sup>th</sup>, 2000, by and between OPA, Inc., a Connecticut Corporation, hereinafter called "CT Corp" and OPA, Inc., a Florida Corporation, hereinafter called "Florida Corp."

The CT Corp is a corporation duly organized and existing under the laws of the State of Connecticut. The Florida Corporation is a corporation organized and existing under the laws of Florida.

The authorized capitalization of the CT Corp. consists of 500 shares of common stock of no par value of which 20 shares are outstanding as of the date hereof.

The authorized capitalization of the Florida consists of 5000 shares of common stock of \$1.00 par of which 100 shares are outstanding.

The Board of Directors of the Florida Corp. and the Board of Directors of the CT Corp. deem it to the benefit and advantage of each of said corporation and their respective stockholders that the Corporations merge under and pursuant to the laws of the State of Florida and the Board of Directors of each Corporation, by resolution, duly adopted as approved this Agreement and Plan of Merger and the stockholders at a Stockholder's meeting called separately for the purpose of considering approval of this agreement, unanimously approved this agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth the parties hereto agree that the CT corp.

shall be merged with and into the Florida Corporation and that the terms and conditions of such merger and mode of carrying it into effect are, and shall be, as herein set forth.

#### ARTICLE I

Except as herein specifically set forth, the corporate existence of Florida Corp., with all its purposes and objects, shall continue in effect and unimpaired by the merger and the Corporate identity and existence of the CT Corp. shall be merged into the Florida Corp, as the corporation surviving the merger. The existence and corporate organizations of the CT Corp. shall cease as soon as the merger shall become effective and thereupon the CT Corp and the Florida Corp. shall be a single corporation to be referred to as the "Surviving Corporation" and thereafter the CT Corp shall file a Certificate of Dissolution with the Secretary of State of Connecticut.

#### ARTICLE II

Upon the effective date of the merger, the Certificate of Incorporation of the Florida Corp. shall be the Certificate of Incorporation of the surviving corporation.

#### ARTICLE III

Upon the effect date of the merger, the bylaws of the Surviving Corporation shall be the bylaws of the surviving corporation.

#### ARTICLE IV

On the effective date of the merger, the surviving corporation shall continue in existence and, without further transfer, succeed to and possess all the rights, privilege and purposes of each

corporation and all property, real and personal, causes of action and every other asset of each of the corporations, shall vest in the surviving corporation without further act or deed; and the surviving corporation shall be liable for all of the liabilities, obligations and penalties of each of the corporations. No action or proceeding, whether civil or criminal, then pending by or against either corporation or any stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced prosecuted, defended, settled or compromised as of such merger had not occurred or the surviving corporation may be substituted in any action or proceeding in place of either of the corporations.

#### ARTICLE V

The number of shares of stock which the surviving company shall have authority to issue shall be 5000 shares of common stock, par value of \$1.00 per share.

#### ARTICLE VI

Upon the effective date the merger each issued and outstanding share of common stock of the CT Corp. no par value shall be substituted for five (5) fully paid and non assessable shares of common stock, \$1.00 par value of the surviving corporation. Outstanding certificates representing shares of common stock of the CT Corp., the holder of the Certificates surrendered shall receive in exchange therefore a certificate of the surviving corporation.

#### ARTICLE VII

Each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same interest in the surviving corporation as they



had in the merged corporation with identical designations, preferences, limitations and relative rights, immediately after the merger.

ARTICLE VIII

Any shareholder who would be entitled to vote and who dissent from the merger pursuant to 607.1320 of the Florida General Statutes may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid the fair value of their stock.

ARTICLE IX

This merger or share exchange shall become effective upon the filing of Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, each party to this Agreement and Plan or Merger, pursuant to authority duly given by its respective Board of Directors, has caused these presents to be executed on its behalf by its President as of the day and year first herein above written.

OPA, INC. (CT Corp.)

By: Carl S. Hoff  
President

OPA, INC. (Florida Corp.)

By: Carl S. Hoff  
President