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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

APPLE A.K. CORPORATION

Certificate of Status	0
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Estimated Charge	\$78.75

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Merger
11/22/00 DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

APPLE A.K. CORPORATION, a Georgia corporation not authorized to transact
business in the State of Florida

INTO

APPLE A.K. CORPORATION, a Florida entity, P00000107209

File date: November 21, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2000

APPLE A.K. CORPORATION
6160 BLAKEFORD DR.
WINDERMERE, FL 34786

SUBJECT: APPLE A.K. CORPORATION
REF: P00000107209

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merging corporation name is incorrect on line 2 of the first paragraph of the Plan of Merger. It has the word CORPORATION spelled CORPORAITION. Please correct this word within this paragraph.

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 to section 607.1105, Florida Statutes. Please remove any reference to 607.1109, F.S. and replace with 607.1107, F.S.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange 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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000060971
Letter Number: 600A00059766

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 14-2-1105 of the Georgia Business Corporation Code.

These articles of merger constitute an undertaking by Apple A.K. Corporation, a Florida corporation, and Apple A.K. Corporation, a Georgia corporation, that the request for publication of a notice of filing these articles of merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Apple A.K. Corporation 5000 Riverdale Court Atlanta, Georgia 30337	Georgia	Corporation

Florida Document/Registration Number: N/A

FEI Number: 58-2250885

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2.	Apple A.K. Corporation 6160 Blakeford Drive Windermere, Florida 34786	Florida	Corporation

Florida Document/Registration Number: P00000107209

FEI Number: 58-2250885

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

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	Apple A.K. Corporation 6160 Blakeford Drive Windermere, Florida 34786	Florida	Corporation

Florida Document/Registration Number: P00000107209

FEI Number: 58-2250885

THIRD: The attached Plan of Merger, the terms of which are incorporated herein in their entirety and which was adopted by the Board of Directors and the shareholders of each merging party as of November 17, 2000, meets the requirements of section 607.1101 of the Florida Business Corporation Act and section 14-2-1101 of the Georgia Business Corporation Code, and was approved by Apple A.K. Corporation, a Florida corporation, and its sole shareholder, in accordance with the Florida Business Corporation Act, and by Apple A.K. Corporation, a Georgia corporation, and its sole shareholder, in accordance with the Georgia Business Corporation Code.


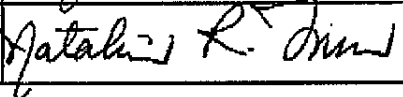
FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions.

FIFTH: The merger shall become effective as of November 21, 2000.

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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Apple A.K. Corporation, a Georgia corporation		Natalin R. Freeman, CEO
Apple A.K. Corporation, a Florida corporation		Natalin R. Freeman, President

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H000000609719

**PLAN OF MERGER
OF
APPLE A.K. CORPORATION, A GEORGIA CORPORATION
WITH AND INTO
APPLE A.K. CORPORATION, A FLORIDA CORPORATION**

THIS PLAN OF MERGER (the "Plan"), dated as of November 16, 2000, is by and between APPLE A.K. CORPORATION, a Georgia corporation (the "Disappearing Corporation"), and APPLE A.K. CORPORATION, a Florida corporation (the "Surviving Corporation"), whereby the Disappearing Corporation shall merge with and into the Surviving Corporation, pursuant to the terms and conditions set forth herein. The Plan, which was adopted and approved by each party to the merger in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 14-2-1103 of the Georgia Business Corporation Code, is being submitted in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 14-2-1103 of the Georgia Business Corporation Code.

1. The Disappearing Corporation has authorized capital stock consisting of 100,000 shares of common stock, no par value, 1,000 of which are issued and outstanding as of the date hereof.

2. The Surviving Corporation has authorized capital stock consisting of 1,000 shares of common stock, \$0.01 par value, 100 of which are issued and outstanding as of the date hereof.

3. For valid business purposes, and subject to the satisfaction of the conditions contained in Article 5 below, the Boards of Directors of the Disappearing Corporation and the Surviving Corporation desire that the Disappearing Corporation merge with and into the Surviving Corporation pursuant to the Florida Business Corporation Act and the Georgia Business Corporation Code (the "Merger").

4. The Merger is a transaction intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

Article 1

1.1 Names and Jurisdictions of Corporations. The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Apple A.K. Corporation	Georgia
Apple A.K. Corporation	Florida

1.2 Name and Jurisdiction of the Surviving Party. The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Apple A.K. Corporation	Florida

1.3 The Merger; Effect of Merger. As of the Effective Date (as defined in Section 1.4 below), the Disappearing Corporation shall be merged with and into the Surviving Corporation, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida.

1.4 Effective Date. The Effective Date of the Merger shall be November 21, 2000.

Article 2

2.1 General Effect of Merger. The Merger shall have the effects set forth in the Florida Business Corporation Act and the Georgia Business Corporation Code. The Surviving Entity may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of the Disappearing Corporation in order to carry out and effectuate the transactions contemplated by this Agreement.

2.2 Rights and Obligations of the Surviving Corporation. As of the Effective Date, in accordance with the applicable laws of the Florida Business Corporation Act and the Georgia Business Corporation Code, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of the Disappearing Corporation; and all property and assets of the Disappearing Corporation shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall be liable for all liabilities and obligations of the Disappearing Corporation.

2.3 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

2.4 Bylaws. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

2.5 Board of Directors. The membership of the Board of Directors of the Surviving Corporation in effect immediately prior to the Effective Date shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and qualified and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

Article 3

3.1 Surviving Corporation's Stock. As of the Effective Date, each share of the stock of the Surviving Corporation issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$.01 par value, of the Surviving Corporation. No shares of the stock of the Surviving Corporation shall be issued to the shareholder of the Disappearing Corporation or to any other person or entity in connection with the Merger.

3.2 No Conversion. Since all of the common stock of the Disappearing Corporation is owned by the same person owning all of the common stock of the Surviving Corporation, upon consummation of the Merger, no conversion of the issued and outstanding stock of the Disappearing Corporation into stock of the Surviving Corporation is necessary.

3.3 Surrender of Stock Certificates. As of the Effective Date, no actual surrender of certificates representing shares of the Disappearing Corporation is required; instead, from and after the Effective Date, all such certificates shall be deemed for all purposes surrendered and canceled. Because all of the common stock of the Disappearing Corporation is owned by the same person owning all of the common stock of the Surviving Corporation, no consideration shall be given or paid for the surrender of the stock of the Disappearing Corporation.

3.4 Closing of Transfer Book. From and after the Effective Date, the stock transfer books of the Disappearing Corporation shall be closed and no transfer of shares of stock of the Disappearing Corporation shall thereafter be made.

3.5 Rights to Acquire Shares. Neither the Disappearing Corporation nor the Surviving corporation has issued any rights to acquire interests, shares, obligations or other securities; therefore, no conversion of rights to acquire interests, shares, obligations or other securities of either party into rights to acquire interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property is required.

Article 4

4.1 Amendment. The Disappearing Corporation and Surviving Corporation, by mutual consent, through their Boards of Directors, may amend this Plan prior to the filing of the Articles of Merger with the Florida Department of State and the Georgia Department of State.

4.2 Termination. This Plan may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Florida Department of State and the Georgia Department of State, whether before or after the adoption of this Plan, if either the Board of Directors of the Disappearing Corporation or the Board of Directors of the Surviving Corporation determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interests.

Article 5

5.1 Conditions to Merger. In addition to obtaining the approval of the Boards of Directors of each of the Disappearing Corporation and the Surviving Corporation, the consummation of the Merger shall be subject to the approval by all of the shareholders of the Disappearing Corporation and the Surviving Corporation.

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