

P01000056786



FILED

01 JUL -2 PM 1:03

ACCOUNT NO. : 072100000032

REFERENCE : 204947 5132370

AUTHORIZATION

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pizots

ORDER DATE : June 28, 2001

ORDER TIME : 9:46 AM

ORDER NO. : 204947-010

CUSTOMER NO: 5132370

300004455613--9

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUL -2 AM 10:35

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

CUSTOMER

Stuart R. Morris, Esq
Stuart R. Morris, P.a.
Suite 310
7000 West Palmetto Park Road
Boca Raton, FL 33433

ARTICLES OF MERGER

*Merger
7-2-01
DHS*

KATKIN INVESTMENT COMPANY

INTO

KATKIN INVESTMENT COMPANY OF
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

KATKIN INVESTMENT COMPANY, a Michigan corporation not qualified in
Florida

INTO

KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a Florida entity,
P01000056786.

File date: July 2, 2001

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
KATKIN INVESTMENT COMPANY
(a Michigan Corporation)

FILED
01 JUL -2 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

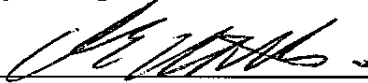
AND
KATKIN INVESTMENT COMPANY OF FLORIDA, INC.
(a Florida Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.


- FIRST: The name and jurisdiction of the surviving corporation is:
- KATKIN INVESTMENT COMPANY OF FLORIDA, INC.
a Florida Corporation.
- SECOND: The name and jurisdiction of each merging corporation is:
- KATKIN INVESTMENT COMPANY
a Michigan Corporation.
- THIRD: The Plan of Merger is attached hereto.
- FOURTH: The merger shall become effective on June 30, 2001.
- FIFTH: The Plan of Merger attached hereto was adopted by the shareholders of KATKIN INVESTMENT COMPANY OF FLORIDA, INC., the surviving corporation, by written consent dated June 13, 2001.
- SIXTH: The Plan of Merger attached hereto was adopted by the shareholders of KATKIN INVESTMENT COMPANY, the merging corporation, by written consent dated June 13, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of JUNE 13, 2001.

KATKIN INVESTMENT COMPANY,
a Michigan Corporation

By: 
David E. Katkin, President

KATKIN INVESTMENT COMPANY OF FLORIDA,
INC.
a Florida Corporation

By: 
David E. Katkin, President

AGREEMENT AND PLAN OF MERGER

OF

KATKIN INVESTMENT COMPANY
(a Michigan Corporation)

AND

KATKIN INVESTMENT COMPANY OF FLORIDA, INC.
(a Florida Corporation)

Agreement and Plan of Merger dated this 13th day of June, 2001 between KATKIN INVESTMENT COMPANY, a Michigan corporation, and KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Michigan General Corporation Act and the Florida Business Corporation Act, at the Effective Time, KATKIN INVESTMENT COMPANY, a Michigan corporation, shall be merged with and into KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a Florida corporation (the "Merger"), the separate and corporate existence of KATKIN INVESTMENT COMPANY, a Michigan corporation, and KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a Florida corporation, shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (KATKIN INVESTMENT COMPANY, a Michigan corporation, and KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a Florida corporation, are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective on the 30th day of June, 2001, at 12:00 p.m., both a Certificate of Merger has been filed with the Secretary of State of Michigan and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent corporations shall be vested in the Surviving Corporation without further act of deed. The title to or any interest in any real

estate vested in either of the Constituent corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the constituent Corporations; shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties of otherwise:

(a) Each issued and outstanding share of the capital stock of KATKIN INVESTMENT COMPANY, a Michigan corporation, shall be cancelled without payment of any consideration and without any conversion; and,

(b) Each issued and outstanding share of capital stock of KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a Florida corporation, shall remain issued and outstanding.

5. The articles of incorporation of KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a Florida corporation, in effect immediately prior to the Effective Time, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

KATKIN INVESTMENT COMPANY,
a Michigan corporation

By: 

David E. Katkin, President

KATKIN INVESTMENT COMPANY OF FLORIDA, INC.,
a Florida corporation

By: 

David E. Katkin, President

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
12th day of JUNE, 2001, by David E. Katkin, as
President of KATKIN INVESTMENT COMPANY, a Michigan corporation,
on behalf of the corporation. He is personally known to me or
has produced _____ as identification and did take an
oath.

NOTARY PUBLIC:

sign _____

print _____

STUART R. MORRIS

State of Florida at Large (Seal)

My Commission Expires:



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
12th day of JUNE, 2001, by David E. Katkin, as
President of KATKIN INVESTMENT COMPANY OF FLORIDA, INC., a
Florida corporation, on behalf of the corporation. He is
personally known to me or has produced DL as
identification and did take an oath.

NOTARY PUBLIC:

sign _____

print _____

STUART R. MORRIS

State of Florida at Large (Seal)

My Commission Expires:



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.