

P 010000116084

CT CORPORATION SYSTEM

FILED

01 DEC 26 PM 4:53

CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Larry Klopp & Associates, Ltd. Merging Into: Larry Klopp & Associates,

0

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/26/01

Order#: 5011382

Ref#: _____

Amount: \$ _____

EFFECTIVE DATE
12-31-01

Merger
12-27-01
PMS

RECEIVED
01 DEC 26 PM 1:14
DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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-12/26/01--01007--022
*****70.00 *****70.00

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

LARRY KLOPP & ASSOCIATES, LTD., a Minnesota corporation not qualified in
Florida

INTO

LARRY KLOPP & ASSOCIATES, INCORPORATED, a Florida entity,
P01000116084.

File date: December 26, 2001 , effective December 31, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
of
LARRY KLOPP & ASSOCIATES, LTD.
AND
LARRY KLOPP & ASSOCIATES, INCORPORATED

FILED

01 DEC 26 PM 4: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER, executed as of the 21st day of December, 2001, are made pursuant to the relevant statutes of Florida and Minnesota and set forth the plan of merger by and among LARRY KLOPP & ASSOCIATES, LTD., a Minnesota corporation ("Klopp-Minnesota"), and LARRY KLOPP & ASSOCIATES, INCORPORATED, a Florida corporation ("Klopp-Florida"). Klopp-Minnesota and Klopp-Florida are referred to together as the "Constituent Corporations" and sometimes individually as a "Constituent Corporation."

1. PLAN OF MERGER

EFFECTIVE DATE

12-31-01

The Plan of Merger whereby Klopp-Minnesota will be merged into Klopp-Florida is attached hereto as Exhibit A (the "Plan of Merger") and is incorporated herein by reference.

2. EFFECTIVE DATE AND TIME OF MERGER

As set forth in the Plan of Merger, the merger of the Constituent Corporations is to be effective as of the close of business on December 31, 2001, or as of the start of business on the date that these Articles of Merger have been filed with both the Secretary of State of Minnesota and the Department of State of Florida, whichever is later.

3. SHAREHOLDER APPROVAL

- a. Klopp-Minnesota Approval - The Plan of Merger was approved by the unanimous written action of the Board of Directors and the shareholders of Klopp-Minnesota on December 21, 2001, pursuant to the applicable provisions of the Minnesota Business Corporation Act, Chapter 302A of the Minnesota Statutes.
- b. Klopp-Florida Approval - The Plan of Merger was approved by the unanimous written action of the Board of Directors of Klopp-Florida on December 21, 2001. Pursuant to Section 607.1103, subsection 7, of the Florida Business Corporation Act, the Plan of Merger was not required to be approved by the shareholders of Klopp-Florida.

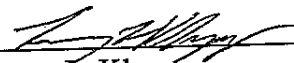
4. AGREEMENT BY SURVIVING CORPORATION

The Surviving Corporation shall be governed by the laws of the State of Florida. In compliance with Minnesota Statutes, Section 302A.651, process may be served on the Surviving Corporation in any proceeding for the enforcement of any obligation of Klopp-Minnesota and in any proceeding for the enforcement of the rights of a dissenting shareholder of Klopp-Minnesota against the Surviving Corporation. The Surviving Corporation irrevocably appoints the Secretary of State of the State of Minnesota as its agent for the purpose of accepting service of process in any such proceeding. The Minnesota Secretary of State shall direct any process served to the principal office of the Surviving Corporation at 26140 Hickory Boulevard, #503, Bonita Springs, Florida 34134. The Surviving Corporation agrees to promptly pay to any dissenting shareholders of Klopp-Minnesota the amount, if any, to which such dissenting shareholders are entitled under Minnesota Statutes, Section 302A.473.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused these Articles of Merger to be executed as of the date first above written.

KLOPP-FLORIDA:
LARRY KLOPP & ASSOCIATES,
INCORPORATED

KLOPP-MINNESOTA:
LARRY KLOPP & ASSOCIATES, LTD.

By: 
Larry L. Klopp
Its: President


By: 
Larry L. Klopp
Its: President

EXHIBIT A
PLAN OF MERGER

1.) Constituent Corporations - The parties to this merger are LARRY KLOPP & ASSOCIATES, LTD., a Minnesota corporation ("Klopp-Minnesota"), and LARRY KLOPP & ASSOCIATES, INCORPORATED, a Florida corporation ("Klopp-Florida"). Klopp-Minnesota and Klopp-Florida are collectively referred to as the "Constituent Corporations" and sometimes individually as a "Constituent Corporation."

2.) The Merger - At the Effective Time (as defined in Section 3 of this Plan of Merger), the Constituent Corporations shall be merged together (the "Merger"), with Klopp-Florida as the surviving corporation (Klopp-Florida as the surviving corporation is hereinafter referred to as the "Surviving Corporation"), and the separate corporate existence of Klopp-Minnesota shall cease. The Surviving Corporation shall become the owner, without other transfer, of all the rights and properties of the Constituent Corporations, and the Surviving Corporation shall become subject to all the debts and liabilities of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them.

3.) Effective Time of Merger - The Merger shall be effective as of the close of business on December 31, 2001, or as of the start of business on the date that Articles of Merger have been filed with both the Secretary of State of Minnesota and the Department of State of Florida, whichever is later (in either case, the "Effective Time").

4.) Articles of Incorporation and Bylaws of Surviving Corporation - At the Effective Time:

(a) The Articles of Incorporation of Klopp-Florida shall become the Articles of Incorporation of the Surviving Corporation; and

(b) The Bylaws of Klopp-Florida shall become the Bylaws of the Surviving Corporation.

5.) Conversion of Stock of Constituent Corporations -

(a) At the Effective Time, without any further action on the part of either of the Constituent Corporations or their shareholders, each share of common stock of Klopp-Minnesota issued and outstanding immediately prior to the Effective Time shall be changed and converted into one (1) fully-paid and non-assessable share of the common stock of the Surviving Corporation. Any and all warrants, conversion rights, rights to purchase, and offers to buy capital stock of Klopp-Minnesota shall automatically be canceled as of the Effective Time, and no payment shall be made to the holders of such warrants, rights, or options with respect thereto.

(b) From the Effective Time, all of the outstanding certificates which prior to that time represented shares of the common stock of Klopp-Minnesota shall be deemed, for all purposes, to evidence ownership of and to represent the appropriate number of shares of

the Surviving Corporation and shall be so registered on the books and records of the Surviving Corporation or its transfer agent. Until the certificate has been surrendered for transfer or conversion to, or otherwise accounted for by, the Surviving Corporation or its transfer agent, the registered owner of an outstanding stock certificate shall have, and be entitled to, exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of the Surviving Corporation.

(c) At the Effective Time, without any further action on the part of either of the Constituent Corporations or their shareholders, each share of common stock of Klopp-Florida issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall represent one (1) fully-paid and non-assessable share of common stock of the Surviving Corporation. Further, any and all warrants, conversion rights, rights to purchase, and offers to buy capital stock of Klopp-Florida shall remain outstanding after the Effective Time and shall continue to represent warrants, conversion rights, rights to purchase, or offers to buy capital stock of the Surviving Corporation, as the case may be, on a one-for-one basis, without any change in the terms or conditions thereof.

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