

P02000120901

SECRET FILED  
DIVISION OF CORPORATIONS  
02 NOV 21 PM 3:39

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

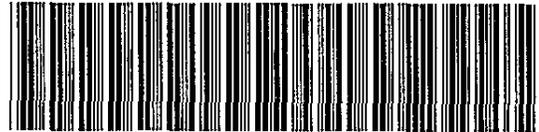
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

11/25 Hold for Bal. of \$35



000009003160

12/03/02--01062--010 \*\*35.00

11/19/02--01057--009 \*\*35.00

Merger

V SHEPARD DEC 4 2002

B

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MBJ Enterprises of Orange Park, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Jordan  
(Name of person)

MBJ Enterprises of Orange Park, Inc.  
(Name of firm/company)

PO Box 548  
(Address)

Orange Park, FL 32067  
(City/state and zip code)

For further information concerning this matter, please call:

Michael Jordan at ( 904 ) 343-3222  
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

ARTICLES OF MERGER  
Merger Sheet

---

MERGING:

MBJ ENTERPRISES, INC., a Delaware corporation not qualified in Florida

INTO

**MBJ ENTERPRISES OF ORANGE PARK, INC.,** a Florida entity,  
P02000120901.

File date: November 21, 2002

Corporate Specialist: Velma Shepard

STATE OF FLORIDA  
ARTICLES OF MERGER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 NOV 21 PM 3: 39

Pursuant to Section 607.1105, F.S., of the Florida Business Corporation Act, the undersigned corporations executed the following Articles of Merger:

**FIRST:** The name and jurisdiction of the surviving corporation is "MBJ Enterprises of Orange Park, Inc.", a Florida corporation (Document number P02000120901).

**SECOND:** The name and jurisdiction of each merging corporation is "MBJ Enterprises, Inc.", a Delaware corporation, and "MBJ Enterprises of Orange Park, Inc.", a Florida corporation (Document number P02000120901).

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on November 21, 2002.

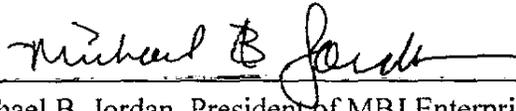
**FIFTH:** The Plan of Merger was adopted by the Board of Directors and by the Shareholders of the surviving corporation on November 12, 2002.

**SIXTH:** The Plan of Merger was adopted by the Board of Directors and by the Shareholders of the merging corporation on November 12, 2002.

**IN WITNESS WHEREOF**, each corporation has caused this certificate to be signed by an authorized officer, the Fourteenth day of November, A.D., 2002.



Michael B. Jordan, President of MBJ Enterprises, Inc.



Michael B. Jordan, President of MBJ Enterprises of Orange Park, Inc.

**PLAN OF MERGER**  
November 12, 2002

**Article I. Parties.** This plan of merger shall be a binding agreement between MBJ Enterprises, Inc., a Delaware corporation, (hereinafter "Parent Corporation") and MBJ Enterprises of Orange Park, Inc., a Florida corporation (hereinafter "Subsidiary Corporation"). For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Parent Corporation and Subsidiary Corporation agree to and certify the following terms. The officers of each corporation are hereby authorized to execute any and all documents necessary to execute this merger.

**Article II. Ownership of Subsidiary Corporation.** The Parent Corporation owns all 100% of the outstanding shares of the Subsidiary Corporation.

**Article III. Date of Merger.** The effective date that this merger shall occur is November 21, 2002 (hereinafter "Date of Merger").

**Article IV. Surviving Corporation.** Effective upon the Date of Merger, the Parent Corporation shall be wholly merged into the Subsidiary Corporation. The surviving corporation shall be "MBJ Enterprises of Orange Park, Inc.", a Florida corporation (hereinafter "Surviving Corporation"). The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

**Article V. Conversion of Shares.** Upon the Date of Merger, all shares of Parent Corporation shall be surrendered to the Secretary, or his designee, of the Surviving Corporation. All shares of Parent Corporation shall then be exchanged for shares of Surviving Corporation in a ratio of one share of Surviving Corporation issued for each share of Parent Corporation exchanged (i.e., 1 to 1 ratio).

**Article VI. Debts and Existing Agreements.** Upon the Date of Merger, the Surviving Corporation shall assume all debts and obligations of the Parent Corporation and shall faithfully execute all agreements previously entered into by Parent Corporation as its successor. Upon the Date of Merger, all identifying and reference information (e.g., EIN, account numbers, etc.) shall be deemed to have transferred to the Surviving Corporation.

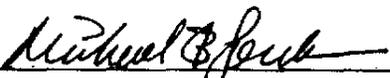
**Article VII. Transfer of Assets and Equity.** Upon the Date of Merger, the Parent Corporation shall cause to transfer into the name of the Surviving Corporation all assets of the Parent Corporation. This shall include (but is not limited to): Cash equivalents, Demand Deposit accounts, Brokerage Accounts and included equities, and tangible property. Upon the Date of Merger, the equity position of Parent Corporation shall also be transferred to Surviving Corporation, such that the total stockholder equity and retained earnings of the Surviving Corporation shall equal the stockholder equity and retained earnings of the Parent Corporation immediately before consummation of this merger, such that the tax effects are eliminated to the fullest extent.

**Article VIII. Dissenters' Rights.** This plan of merger has been approved by all shareholders of the Parent Corporation and all shareholders of the Subsidiary Corporation; therefore, there will be no dissenters' rights created by this merger.

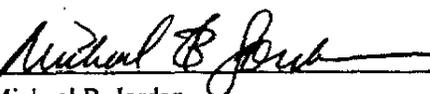
**Article IX. Waiver of Notice and Mailing Requirements.** Each corporation and the shareholder of each corporation hereby waive all required notifications and required mailings otherwise required as a consequence of this merger.

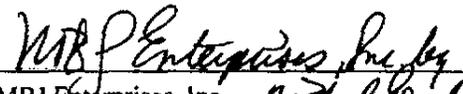
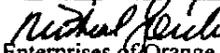
**Article X. Approval of Parent Corporation.**

  
Michael B. Jordan,  
President of MBJ Enterprises, Inc.

  
Michael B. Jordan,  
Sole Shareholder of MBJ Enterprises, Inc.

**Article XI. Approval of Subsidiary Corporation.**

  
Michael B. Jordan,  
President of MBJ Enterprises of Orange Park, Inc.

  
MBJ Enterprises, Inc.,  PRESIDENT  
Sole Shareholder of MBJ Enterprises of Orange Park, Inc.