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BILZIN, SUMBERG, ET AL

TEL 305-344-593

P. 001

Division of Corporations

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P02 000134771

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From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
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MERGER OR SHARE EXCHANGE

MFIP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

Merger

1/3/03

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

MFIP, INC., a Texas corporation not authorized to transact business in the State
of Florida

INTO

MFIP, INC., a Florida entity, P02000134771

File date: December 31, 2002

Corporate Specialist: Darlene Connell

DECEMBER 31, 2002

MFIP, INC.
1200 S PINE ISLAND, STE 200
PLANTATION, FL 33324

SUBJECT: MFIP, INC.
REF: P02000134771

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.

ON THE FIRST PAGE, SECTION #2 AND LINE THREE OF THE AGREEMENT AND PLAN OF MERGER IT STATES TO FILE IN ACCORDANCE WITH SECTION 607.1109. PLEASE REMOVE THE REFERENCE TO 607.1109 AND REPLACE WITH 607.1101, FBCA.

PLEASE RETURN YOUR DOCUMENT, ALONG WITH A COPY OF THIS LETTER, WITHIN 60 DAYS OR YOUR FILING WILL BE CONSIDERED ABANDONED.

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DARLENE CONNELL
DOCUMENT SPECIALIST

FAX AUD. #: H02000242474
LETTER NUMBER: 202A00068059

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
MFIP, INC.
(a Texas corporation)
WITH AND INTO
MFIP, INC.
(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 DEC 31 PM 4:16

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act"), and Article 5.04 of the Texas Business Corporation Act (the "Texas Act"), the undersigned, MFIP, Inc., a Texas corporation ("MFIP"), and MFIP, Inc., a Florida corporation ("FMFIP"), adopt the following Articles of Merger and certify as follows:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between MFIP and FMFIP, whereby MFIP shall be merged with and into FMFIP, which Agreement and Plan of Merger is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The Plan of Merger was duly and unanimously adopted by the shareholders and the Board of Directors of FMFIP on December 30, 2002, in accordance with the provisions of Section 607 of the Florida Business Corporation Act.

3. The Plan of Merger was duly and unanimously adopted by the shareholders and the Board of Directors of MFIP on December 30, 2002, in accordance with the provisions of Part 5 of the Texas Business Corporation Act, and the merger contemplated thereby is permitted under the Texas Act.

4. The effective date (the "Effective Date") of the merger is the later of the (i) date on which these Articles of Merger are filed with the Florida Department of State in accordance with the Florida Act and (ii) the date of issuance of a certificate of merger by the Texas Secretary of State after the filing of Articles of Merger with the Texas Secretary of State.

[Signatures on next page.]

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of FMFIP and MFIP by their respective authorized officers as of the 30th day of December, 2002.

MFIP, INC., a Florida corporation
(Name of surviving corporation)

By: Gregory K. Mondre
Name: Gregory K. Mondre
Title: President

MFIP, INC., a Texas corporation

By: Gregory K. Mondre
Name: Gregory K. Mondre
Title: President

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

[Attached hereto and made a part hereof.]

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 30, 2002, is by and between MFIP, Inc., a Texas corporation (the "Merging Corporation"), and MFIP, Inc., a Florida corporation (the "Surviving Corporation"). The parties desire to effect the acquisition of the Merging Corporation by the Surviving Corporation through a merger of the Merging Corporation into the Surviving Corporation on the terms and conditions hereof. This Agreement is intended to be a "plan of reorganization" within the meaning of §368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

Accordingly, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Merger. Upon the terms and subject to the conditions hereof, and in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA"), and Article 5.04 of the Texas Business Corporation Act, as amended (the "TBCA"), the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Merger shall occur on the Effective Date (as defined herein). Following the Merger, the Surviving Corporation shall continue as the surviving entity and the separate corporate existence of the Merging Corporation shall cease.

2. Effective Date. As soon as practicable after satisfaction or waiver of all conditions to the Merger, the parties shall cause articles of merger (the "Articles of Merger") to be filed in accordance with Sections 607.1105 and 607.1107 of the FBCA and Article 5.04 of the TBCA, and shall take all such further actions as may be required by law to make the Merger effective. The effective date (the "Effective Date") of the Merger is the later of the (i) date on which the Articles of Merger are filed with the Florida Department of State in accordance with the FBCA and (ii) the date of issuance of a certificate of merger by the Texas Secretary of State after the filing of Articles of Merger with the Texas Secretary of State.

3. Effects of the Merger. The Merger shall have the effects set forth in Section 607.1106 of the FBCA and Article 5.06 of the TBCA.

4. Articles of Incorporation. The Articles of Incorporation and the By-laws of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation and the By-laws of the Surviving Corporation immediately after the Effective Date.

5. Treatment of Stock. At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Merging Corporation, all outstanding capital stock of the Merging Corporation shall be canceled and all the outstanding capital stock of the Surviving Corporation shall remain outstanding and unchanged. Any rights to acquire

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capital stock of the Merging Corporation shall be converted to rights to acquire capital stock of the Surviving Corporation.

6. Surviving Corporation. The name and business address of the Surviving Corporation is MFIP, Inc., a Florida corporation, 1200 S. Pine Island Road, Suite 200, Plantation, Florida 33324. A copy of this Agreement shall be on file at the principal office of the Surviving Corporation. A copy of this Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any shareholder of either the Surviving Corporation or the Merging Corporation.

7. Termination. This Agreement may be terminated at any time prior to the Effective Date, whether prior to or after approval by either party's shareholders at any time with the written consent of the Surviving Corporation and the Merging Corporation.

8. Effect of Termination. If this Agreement is terminated as provided in Section 7, this Agreement shall forthwith become void and have no effect, without liability on the part of the Surviving Corporation, the Merging Corporation and/or their respective officers and shareholders.

9. Amendment. This Agreement may not be amended except by an instrument signed by each party hereto.

10. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, written or oral, with respect thereto.

11. Governing Law. This Agreement is governed by the laws of the State of Florida without regard to its conflict of law principles.

12. Binding Effect; No Assignment. This Agreement is binding upon and shall inure to the benefit of the parties and their respective successors and permitted assigns. This Agreement is not assignable without the prior written consent of the other party hereto.

13. Section Headings. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

14. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[Signatures on next page.]

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IN WITNESS WHEREOF, the parties have executed this Agreement under seal as of the date first stated above.

SURVIVING CORPORATION:

MFIP, INC., a Florida corporation

By: Gregory K. Mondre
Name: Gregory K. Mondre
Title: President

MERGING CORPORATION:

MFIP, INC., a Texas corporation

By: Gregory K. Mondre
Name: Gregory K. Mondre
Title: President