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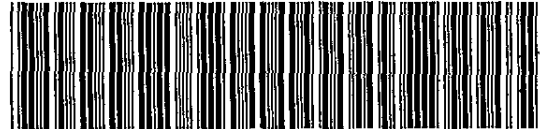
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04 JUN 10 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meyer
CRF, 1/17

STUART B. KLEIN, P.A.

Attorneys at Law

1551 Forum Place • Suite 400B
West Palm Beach, Florida 33401

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Facsimile: (561) 478-9931

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Also Admitted in New York & Ohio
E-mail: SBK@kleinslaw.com

Gregory E. Schrager, Esq.
E-mail: GES@kleinslaw.com

June 8, 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: Leonard - Howard Corporation Merger

Dear Sir or Madam:

Enclosed please find an application for merger and check in the amount of Seventy Dollars (\$70.00) for the required filing fees. If you have any questions please do not hesitate to contact me.

Thank you for all your assistance in this matter.

Sincerely,



Gregory E. Schrager
Encl.

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Leonard-Howard Corporation
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stuart B. Klein
(Name of person)

Stuart B. Klein, P.A.
(Name of firm/company)

1551 Forum Place, Suite 400B
(Address)

West Palm Beach, FL 33401
(City/state and zip code)

For further information concerning this matter, please call:

Stuart Klein at (561) 478-1566
(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
(Profit Corporations)

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

FILE
04 JUN 10 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Leonard-Howard Corporation</u>	<u>Florida</u>	<u>P03000016237</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Leonard-Howard Corporation</u>	<u>New York</u>	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 23, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 23, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

on Shenard Adams

LEONARD ABRAMS President

Scardinius

LEONARD ABRAMS - PRESIDENT

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: See Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization dated 23, December, 2003 by and between LEONARD-HOWARD CORPORATION, a New York Corporation (herein after called "OLD LHC") and LEONARD-HOWARD CORPORATION, a Florida Corporation (hereinafter called "NEW LHC.")

WHEREAS:

1. The Sole Director of OLD LHC and NEW LHC has resolved that assets and liabilities of OLD LHC are transferred to NEW LHC solely in exchange for stock of OLD LHC and pursuant to the laws of the State of Florida and the State of New York. NEW LHC, a State of Florida Corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The Authorized per capital stock of OLD LHC consists of 3,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called the "OLD LHC Common Stock") of which 1,000 shares are issued and outstanding;
3. The authorized capital stock of NEW LHC consists of 10,000 shares of Common Stock with a par value of \$0.01 per share (hereinafter called "NEW LHC Common Stock"), no shares of which are issued and outstanding; and
4. The Sole Director of OLD LHC and NEW LHC has approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions,, and covenants herein contained, the parties hereto hereby agree that OLD LHC shall be, at the Effective Date (as hereinafter defined) merged (hereinafter called "Merger") into a single corporation existing under the laws of Florida, to wit, NEW LHC, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the made of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 OLD LHC Stockholders' Meeting. OLD LHC shall call a meeting of its stockholders to be held in accordance with the Law of New York at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by OLD LHC as Sole Stockholder of NEW LHC. OLD LHC, as the Sole Stockholder of NEW LHC, shall adopt this Agreement in accordance with the Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) the Agreement is Adopted by the stockholders of OLD LHC, in accordance with the Law of the State of New York; (b) this Agreement has been adopted by OLD LHC as the sole stockholder of NEW LHC, in accordance with the Law of

the State of Florida; and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Law of the State of Florida and the Articles of Merger shall be filed in accordance with the Law of the State of New York. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time herein referred to as the "Effective Date"

1.4 Certain Effects of Merge. On the Effective Date, the separate existence of OLD LHC shall cease, and OLD LHC shall be merged into NEW LHC which, as the surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of OLD LHC; and all and singular, the rights, privileges powers, and franchises of OLD LHC, and all property, real personal, and mixed, and all debts due to OLD LHC on whatever account, as well as for stock subscriptions and all other things in action or belonging to OLD LHC, shall be vested in the Surviving Corporation; and all property, right, privileges, powers, and franchises, and all and every other interest shall be there after as effectually the property of the Surviving Corporation as they were of the OLD LHC, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New York or any other jurisdiction, and OLD LHC shall not revert or be in any way impaired; but all rights of creditors or liens upon any property of OLD LHC shall be preserved unimpaired, and all debts, liabilities and duties of OLD LHC shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of OLD LHC or the corresponding officers of the Surviving Corporation, may, in the name of OLD LHC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further action as the Surviving Corporation title to and possession of all OLD LHC's property, rights, privileges, powers franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation: Certificate of Incorporation: By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be LEONARD-HOWARD CORPORATION, a Florida Corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of NEW LHC as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The BY-Laws of NEW LHC, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of OLD LHC and the nature and amount of securities of NEW LHC which the holders of shares of OLD LHC Common Stock are to receive in exchange for such shares are as follows:

3.1 OLD LHC Common Stock. Each one share of OLD LHC Common Stock which

shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into three and one-third fully paid shares of NEW LHC Common Stock shall thereafter represent shares of NEW LHC Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

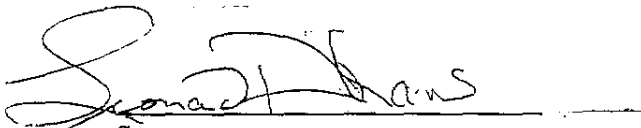
4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of Merger, and whether before or after approval of this Agreement of Merger by the Shareholders of OLD LHC, if the Board of Directors of OLD LHC or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by LEONARD-HOWARD CORPORATION, a New York Corporation and LEONARD-HOWARD CORPORATION, a Florida Corporation all on the date first written.


ATTEST:


Secretary
(SEAL)

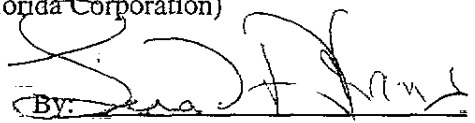
LEONARD-HOWARD CORPORATION
(A New York Corporation)


By: _____
President

ATTEST:


Secretary
(SEAL)

LEONARD-HOWARD CORPORATION
(A Florida Corporation)


By: _____
President