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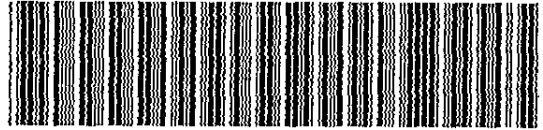
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† Member of Ohio Bar

September 12, 2003

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32309

RE: The 1200 Corporation

Gentlemen:

Enclosed is our Firm's check in the amount of \$78.75 representing the following:

1. Filing fees for the Articles of Merger with attached Plan of Merger as an Exhibit. (\$35.00 for each party); and
2. The additional \$8.75 for a certified copy.

Please forward the filed document and certified copy to our office in the envelope we have provided. Thank you.

Very truly yours,

DAVID WEISMAN
DW/adc

Enclosure(s)

**ARTICLES OF MERGER
STATE OF FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Concorde Financial Corporation, a Florida corporation ("Concorde"), and The 1200 Corporation, a Florida corporation ("1200"), adopt these Articles of Merger for the purpose of merging 1200 into Concorde, with the latter to survive the merger:

Effective 9-3

ARTICLE I

That certain Plan and Agreement of Merger *Adopted* September 09, 2003, by and between the Concorde and 1200, attached hereto and made a part hereof, was duly approved by the Sole Director and Sole Shareholder of both corporations pursuant to Section 607.1101 of the Florida Business Corporation Act, *adopted* September 09, 2003.

IN WITNESS WHEREOF, the undersigned have *adopted* these Articles of Merger as of September 09, 2003.

Concorde Financial Corporation

By: *David Linsenbaum*
David Linsenbaum, President,
Sole Shareholder, and Sole Director

The 1200 Corporation

By: *David Linsenbaum*
David Linsenbaum, President,
Sole Shareholder, and Sole Director

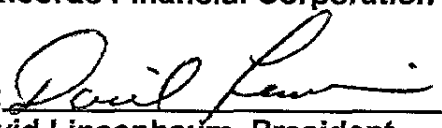
**PLAN OF MERGER OF
THE 1200 CORPORATION AND
CONCORDE FINANCIAL CORPORATION**

Pursuant to Florida Statute §607.1101, **CONCORDE FINANCIAL CORPORATION**, a Florida corporation, and **THE 1200 CORPORATION**, a Florida corporation agree as follows:

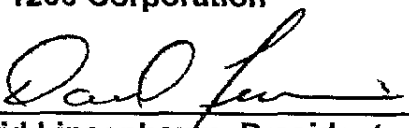
- A. **THE 1200 CORPORATION** shall merge into **CONCORDE FINANCIAL CORPORATION**, with **CONCORDE FINANCIAL CORPORATION** being designated as the surviving corporation.
- B. **CONCORDE FINANCIAL CORPORATION** shall acquire all of the assets of **THE 1200 CORPORATION** and assume all of the obligations of **THE 1200 CORPORATION**.
- C. In as much as both corporations have a common sole shareholder, upon the conclusion of the merger, there shall be no change in the capitalization of the surviving corporation and no issuance of additional shares as a result of the merger.
- D. This Plan of Merger shall be effective September 30, 2003.

WHEREFORE, the parties have executed this Plan of Merger this September 9, 2003, effective for all purposes as of September 30, 2003.

Concorde Financial Corporation

By: 
David Linsenbaum, President,
Sole Shareholder, and Sole Director

The 1200 Corporation

By: 
David Linsenbaum, President,
Sole Shareholder, and Sole Director

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