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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

KELLEHER BROS. CORP.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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Merger

12/6/04 DC

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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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>KELLEHER BROS. CORP.</u>	<u>Florida</u>	<u>P04000139820</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ROBERT C. KELLEHER, INC.</u>	<u>New Jersey</u>	
<u>JOHN KELLEHER, INC.</u>	<u>New Jersey</u>	

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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 10/1/04

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 10/1/04

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>KELLEHER BROS. CORP.</u> (The Florida Corporation)	<u><i>Robert C. Kelleher</i></u>	<u>Robert C. Kelleher, President</u>
<u>ROBERT C. KELLEHER, INC.</u> (A New Jersey Corporation)	<u><i>Robert C. Kelleher</i></u>	<u>Robert C. Kelleher, President</u>
<u>JOHN KELLEHER, INC.</u> (A New Jersey Corporation)	<u><i>Robert C. Kelleher</i></u>	<u>Robert C. Kelleher, President</u>
_____	_____	_____
_____	_____	_____
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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

OF

ROBERT C. KELLEHER, INC.
(A New Jersey corporation)

AND

JOHN KELLEHER, INC
(A New Jersey corporation)

INTO

KELLEHER BROS. CORP.
(A Florida corporation)

This Plan and Agreement of Merger made and entered into on the 1st day of October, 2004 by and between ROBERT C. KELLEHER, INC. and JOHN KELLEHER, INC. (The New Jersey corporations) (herein sometimes referred to as the Merging Corporations) and KELLEHER BROS. CORP. (A Florida corporation) (herein sometimes referred to as the Surviving Corporation), said corporations hereinafter sometimes referred to jointly as the constituent corporations.

WITNESSETH:

WHEREAS KELLEHER BROS. CORP. is a Corporation organized and existing under the laws of the state of Florida, its Certificate of Incorporation, having been filed in the Office of the Florida Secretary of State on October 8, 2004 and

WHEREAS the total number of shares of stock which KELLEHER BROS. CORP. (A Florida corporation) has authority to issue is one thousand (1,000) shares of which one hundred (100) shares are now issued and outstanding; and

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WHEREAS ROBERT C. KELLEHER, INC. is a Corporation organized and existing under the laws of the state of New Jersey, its certificate of incorporation, having been filed in the office of the New Jersey Secretary of State on May 23, 1990 and

WHEREAS the total number of shares of stock which ROBERT C. KELLEHER, INC. has authority to issue is one thousand (1,000) shares, of which one thousand (1,000) shares are issued and outstanding; and

WHEREAS, JOHN KELLEHER, INC. is a corporation organized and existing under the laws of the state of New Jersey, its certificate of incorporation, having been filed in the office of the Secretary of State of the state of New Jersey on May 23, 1990, and

WHEREAS, The total number of shares of stock which JOHN KELLEHER, INC. has authority to issue is one thousand (1,000) shares of which one hundred (100) shares are issued and outstanding; and

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that ROBERT C. KELLEHER, INC. and JOHN KELLEHER, INC. (The New Jersey corporations) be merged into KELLEHER BROS. CORP. (The Florida corporation) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the Florida Business Corporation Law and the New Jersey corporation Law which permit such merger;

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NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Merging Corporation and the Surviving Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Merging Corporations and the Surviving Corporation shall be merged into a single corporation, in accordance with applicable provisions of the Florida Corporation and the New Jersey Business Corporation Act by ROBERT C. KELLEHER, INC. and JOHN KELLEHER, INC. (The New Jersey corporations) merging into KELLEHER BROS. CORP. (A Florida corporation) which shall be the Surviving Corporation.

ARTICLE II

This merger shall be effective on the date of filing in the office of the Florida Department of State.

1. The three Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the corporations shall cease except to the extent provided by law in the case of a corporation after its merger into another corporation.

2. The Surviving Corporation shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises of both a public and a private nature, of the Merging Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the Merging Corporations, shall be taken and deemed to be vested in the Surviving Corporation

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without further act or deed.

3. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporations may be prosecuted to judgment or, if deemed necessary the Surviving Corporation may be substituted in their place, and neither the rights of creditors nor any

liens upon the property of any of the Constituent Corporations shall be impaired by the merger;

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

5. The By-Laws of KELLEHER BROS. CORP. (A Florida corporation) as existing and constituted immediately prior to the effective date of merger shall be and constitute the By-Laws of the Surviving Corporation;

6. The Board of Directors, and the members thereof, and the officers, of the Surviving Corporation immediately prior to the effective date of merger shall be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation immediately after the merger.

ARTICLE III

The Certificate of Incorporation of the Surviving Corporation filed with the Secretary of State of the state of Florida on the 8th day of October, 2004 shall be the Certificate of Incorporation of the Surviving Corporation on the effective date of this merger.

ARTICLE IV

The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

(1) The assets and liabilities of the Merging Corporations shall be transferred to the Surviving Corporation. The shareholders of the Merging Corporations shall surrender their shares and they shall be cancelled.

(2) The shares of the Surviving Corporation shall be unaffected by the merger.

(3) After the effective date of the merger, only those shares held by the shareholders of the Surviving Corporation shall be valid shares.

ARTICLE V

The Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merging Corporations, the proper officers and directors of the Merging Corporations shall, and will

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execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the Constituent Corporations in accordance with the requirements of the laws of the states of Florida and New Jersey.

ARTICLE VIII

This plan and agreement involves a statutory merger/reorganization of a corporation referred to in Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and this plan and agreement is adopted to satisfy the requirements of said sections of the Internal Revenue Code pertaining to non-recognition of gains and losses.

It is the intention of this plan and agreement to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the Merging Corporations and the Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have

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caused this Plan and Agreement of Merger to be executed by the President of each party hereto, and the corporate seals affixed.

ROBERT C. KELLEHER, INC.

By Robert C. Kelleher
Robert C. Kelleher, President

Dated: October 1, 2004

JOHN KELLEHER, INC.

By Robert C. Kelleher
Robert C. Kelleher, President

Dated: October 1, 2004

KELLEHER BROS. CORP.

By Robert C. Kelleher
Robert C. Kelleher, President

Dated: October 1, 2004