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M. BURR KEIM COMPANY

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Division of Corporations

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

BETH-DEE-BOB F/V, INC.

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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)
BETH-DEE-BOB F/V, INC.	Florida	P04000139868

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BETH-DEE-BOB F/V, INC.	New Jersey	

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>
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BETH-DEE-BOB F/V, INC. (The Florida Corporation)		John W. Kelleher, President
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BETH-DEE-BOB F/V, INC. (The New Jersey Corporation)		John W. Kelleher, President
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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

OF

BETH-DEE-BOB F/V, INC.
(A New Jersey corporation)

INTO

BETH-DEE-BOB F/V, INC.
(A Florida corporation)

This Plan and Agreement of Merger made and entered into on the 1st day of October, 2004 by and between BETH-DEE-BOB F/V, INC. (A New Jersey corporation) (herein sometimes referred to as the Merging Corporation) and BETH-DEE-BOB F/V, INC. (A Florida corporation) (herein sometimes referred to as the Surviving Corporation), said corporations hereinafter sometimes referred to jointly as the constituent corporations.

WITNESSETH:

WHEREAS BETH-DEE-BOB F/V, INC. 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 BETH-DEE-BOB F/V, INC. (A Florida corporation) has authority to issue is one thousand (1,000) shares of which one hundred and fifty (150) shares are now issued and outstanding; and

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WHEREAS BETH-DEE-BOB F/V, 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 September 7, 1984 and

WHEREAS the total number of shares of stock which the Merging Corporation has authority to issue is two thousand five hundred (2,500) shares, of which one hundred and fifty shares (150) are issued and outstanding; and

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that BETH-DEE-BOB F/V, INC. (A New Jersey corporation) be merged into BETH-DEE-BOB F/V, INC. (A 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 permits such merger;

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 Corporation and the Surviving Corporation shall be merged into a single corporation, in accordance with applicable provisions of the Florida Corporation Law and the New Jersey Business Corporation Act, by BETH-DEE-BOB F/V, INC. (A New Jersey corporation) merging into BETH-DEE-BOB F/V, INC. (A Florida corporation) which shall be the Surviving Corporation.

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ARTICLE II

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

1. The two 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 of a private nature, of the Merging Corporation; 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 Corporation, shall be taken and deemed to be vested in the Surviving Corporation 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 Corporation may be prosecuted to judgment or, if deemed necessary the Surviving Corporation may be substituted in its 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

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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 BETH-DEE-BOB F/V, INC. (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 Corporation shall be transferred to the Surviving Corporation. The shareholders of the Merging Corporation 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 Corporation, the proper officers and directors of the Merging Corporation shall, and will 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 of a corporation referred to in Section 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 Corporation and the Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by the President of each party hereto, and the corporate seals affixed.

BETH-DEE-BOB F/V, INC.

By John W. Kelleher
John W. Kelleher, President

Dated: October 1, 2004

BETH-DEE-BOB F/V, INC.

By John W. Kelleher
John W. Kelleher, President

Dated: October 1, 2004