

P05000140742

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
200789, 00504, 00672

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

De Hoff Associates, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
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- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2006

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32301

SUBJECT: DE HOFF ASSOCIATES, INC.
Ref. Number: P05000140742

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for DE HOFF ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give the date of adoption by the shareholders of the Florida corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 906A00007038

RE-SUBMIT
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FILE DATE

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FILED
06 JAN 30 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER

OF

**DE HOFF ASSOCIATES, INC.
A New Jersey Corporation**

INTO

**DE HOFF ASSOCIATES, INC.
A Florida Corporation**

**Pursuant to Chapter 607 of the Florida
Business Corporations Act**

The undersigned, President and Secretary of DE HOFF ASSOCIATES, INC., a corporation organized and existing under the laws of the State of New Jersey (hereinafter referred to as "First Party"), and the President and Secretary of DE HOFF ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Second Party"), hereby certify that:

1. Special meetings of the Shareholders and Board of Directors of DE HOFF ASSOCIATES, INC., a New Jersey corporation, were held on November 30, 2005, after proper notice, for the purpose of adopting these Articles and Plan of Merger as between First Party and Second Party, with Second Party being the surviving corporation.

2. The name of the surviving corporation shall be DE HOFF ASSOCIATES, INC., and it is to be governed by the laws of the State of Florida.

3. First Party is a corporation organized and existing under the laws of the State of New Jersey, having been incorporated on September 11, 1974.

4. Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 14, 2005.

5. The laws of the State of Florida under which the Second Party is organized permit such a merger.

6. There are no changes in the Articles of Incorporation of the surviving corporation.

7. These Articles and Plan of Merger were adopted and approved by the Board of Directors and by the Shareholders of First Party in the manner prescribed by the laws of the State of New Jersey, and were adopted and approved by the Board of Directors and Shareholders of Second Party in the manner prescribed by the laws of the State of Florida, and pursuant to Internal Revenue Code Section 368(a)(1)(F), as amended.

8. First Party has one hundred (100) shares of common stock outstanding. Second Party has one hundred (100) shares of common stock outstanding. All of said outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for and approved these Articles and Plan of Merger.

9. On the effective date of the merger, all rights and respects of the Shareholders of First Party in the common stock of First Party shall be cancelled forthwith, and the certificates representing such shares shall be surrendered and cancelled.

10. This merger shall become effective on January 31, 2006.

11. These Articles and Plan of Merger were adopted by the Shareholders of the Second Party on November 30, 2005. The corporate parties hereto have caused these Articles and Plan of Merger to be executed by the duly authorized officers this 30th day of November, 2005.

DE HOFF ASSOCIATES, INC.,
a New Jersey corporation

By: Ronald L. De Hoff
Ronald L. De Hoff, President

By: Barbara P. De Hoff, sec. treas.
Barbara P. De Hoff, Secretary

DE HOFF ASSOCIATES, INC.,
a Florida corporation


By: Ronald L. De Hoff
Ronald L. De Hoff, President

By: Barbara P. De Hoff sec/leaa
Barbara P. De Hoff, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

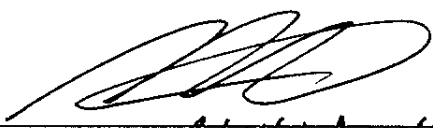
I hereby certify that on the 30th day of November, 2005, before me personally appeared RONALD L. DE HOFF, as President, and BARBARA P. DE HOFF, as Secretary, of DE HOFF ASSOCIATES, INC., a New Jersey corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.

Robert W. Darnell
Print Name
Notary Public, State of Florida
My commission expires:

 Robert W Darnell
My Commission DD337575
Expires September 09 2008

STATE OF FLORIDA
COUNTY OF SARASOTA

I hereby certify that on the 30th day of November, 2005, before me personally appeared RONALD L. DE HOFF, as President, and BARBARA P. DE HOFF, as Secretary of DE HOFF ASSOCIATES, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.


Print Name Robert W. Darnell
Notary Public, State of Florida
My commission expires:



Robert W Darnell
My Commission DD337575
Expires September 09 2008

This Document Prepared By:

**Robert W. Darnell, Esq.
HANKIN, PERSSON, DAVIS,
McCLENATHEN & DARNELL
1820 Ringling Boulevard
Sarasota, FL 34236
(941) 365-4950**

(RWD:sg\w:\2029-3\art-merg.fl)