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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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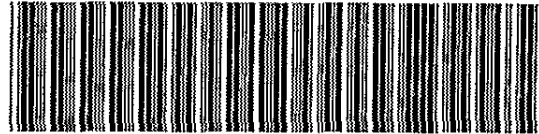
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
ALLAHASSEE, FLORIDA

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10-23-06

**STEPHEN L. PACKARD**

COUNSELOR AT LAW  
MEMBER NY, NJ & FL BARS

REPLY TO:

NEW YORK OFFICE: 352 SEVENTH AVENUE, NEW YORK, NY 10001-5012  
NEW JERSEY OFFICE: 33 WALKER AVENUE, EDISON, NJ 08820 -3139  
FLORIDA OFFICE: 8780 HOLLY COURT, STE. 204, TAMARAC, FL 33321 -2035

212-631-7533  
732-246-0830  
954-722-5990

October 19, 2006

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

Dear Madam or Sir:

SUBJECT: JIPALO, INC.

(Name of Surviving Corporation)

Enclosed are an original and one (1) copy of the Articles of Merger are submitted for filing together with \$78.75 for the Filing Fee [\$70.00] and Certified Copy fee [\$8.75].

Please send the certified copy and all correspondence concerning this matter to the undersigned.

Should you require further information concerning this matter please call the undersigned.

Thank you for your courtesy and cooperation.

Sincerely,

  
STEPHEN L. PACKARD

SLP:ps  
Encs.



(Profit Corporations)

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

CLERK OF SUPERIOR COURT  
ST. LOUIS, MO.  
JAN 10 1905

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Document Number  
(If known/applicable)

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
JIPALO, INC		JAMES L. MARCHINI, President
JIPALO, INC		JAMES L. MARCHINI, President

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
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JIPALO, INC.	FLORIDA
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**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
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JIPALO, INC.	NEW JERSEY
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**Third:** The terms and conditions of the merger are as follows:

JIPALO, INC., a business corporation organized under the laws of the State of New Florida is referred to below as "JIPALO-FL") and JIPALO, INC., a business corporation organized under the laws of the State of New Jersey, (is referred to below as "JIPALO-NJ")

1. JIPALO-FL and JIPALO-NJ shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, JIPALO-FL, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of JIPALO-NJ, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of organization.

2. The certificate of incorporation of the surviving corporation upon the effective date of the merger shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

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6. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the terminating corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the terminating corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act., the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute and deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**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: Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.