

P93000030720

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: JBCD, Inc.

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Per phone call
from Debbie
correct Article 4(a)
28/100

TX!

N HENDRICKS FEB 2 6 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ BY _____
CK No. _____

WALK-IN Will Pick Up 2/26 12:00

	C.C. FEE.	DISBURSED
Capital Express SM		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		

97 FEB 26 PM 3:08
FILED
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
2-28-97

300002102973-8
-03/03/97-01097-020
*****87.50 *****87.50
300002102973-8
-03/03/97-01097-021
*****35.00 *****35.00
pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

JBCD, INC., A FLORIDA CORPORATION, V36601.

INTO

SUPERSTOCK, INC., a Florida corporation, P93000030720

File date: February 26, 1997, effective February 28, 1997

Corporate Specialist: Nancy Hendricks

ARTICLES AND PLAN OF MERGER
BY AND BETWEEN
JBCD, INC.
AND
SUPERSTOCK, INC.
WITH
SUPERSTOCK, INC.
AS SURVIVING CORPORATION

FILED

97 FEB 26 PM 3:08

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-28-97

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 24th day of February, 1997, by and between JBCD, INC., a Florida corporation (hereinafter referred to as "JBCD"), and SUPERSTOCK, INC., a Florida corporation (hereinafter referred to as "SuperStock"). In this Agreement, JBCD and SuperStock are sometimes collectively referred to as the "Constituent Corporations". SuperStock may also be referred to as the "Surviving Corporation", and JBCD may be referred to as the "Disappearing Corporation".

W I T N E S S E T H:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that JBCD be merged with and into SuperStock and that SuperStock merge JBCD with and into it, as authorized by sections 607.1101, et seq., Florida Statutes, under and pursuant to the terms and conditions hereinafter set forth and in accordance with the provisions of Section 368(a)(1)(A), of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Disappearing Corporation be merged with and into the Surviving Corporation, and that the Surviving Corporation merge the Disappearing Corporation with and into it pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said Merger and the mode of carrying the same into effect in the following Articles and Plan of Merger:

ARTICLE I
Constituent Corporations

The Constituent Corporations are:

(a) JBCD, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on May 14, 1992, has an authorized capitalization consisting of 7,500 shares of common stock, with a \$1.00 per share par value, of which 200 shares of common stock are presently issued and outstanding, which shall be the Disappearing Corporation.

(b) SUPERSTOCK, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation filed with the Department of State of Florida on April 26, 1993, under the name of "SUPERSTOCK (FLORIDA), INC.", which Articles of Incorporation were subsequently amended by Articles of Amendment filed with the Department of State of Florida on September 28, 1993, which Articles of Incorporation were further amended by Articles of Amendment filed with the Department of State of Florida on November 12, 1993, changing the corporation's name to SUPERSTOCK, INC., and which Articles of Incorporation were amended by Articles of Amendment filed with the Department of State on Florida on December 27, 1996, has an authorized capitalization consisting of 120,000 shares of capital stock, such authorized capitalization consisting of 10,000 shares of Class A Voting Common Stock, having a par value of \$.10 per share, 100,000 shares of Class B Nonvoting Common Stock, having a par value of \$.10 per share, and 10,000 shares of Preferred Stock, having a par value of \$.01 per share, of which 2,000 shares of Class A Voting Common Stock and 60,000 shares of Class B Nonvoting Common Stock are presently issued and outstanding, which shall be the Surviving Corporation.

ARTICLE II

Merger

At the effective date of the Merger, JBCD shall be merged with and into SuperStock, and SuperStock shall merge JBCD with and into it. Upon the approval of the Articles and Plan of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Secretary of State of the State of Florida. Notwithstanding anything contained herein to the contrary, the Merger provided herein shall be effective, and the separate existence of the Disappearing Corporation shall cease (except insofar as it may be continued by statute) as of the close of business on February 28, 1997 (the "Effective Date"). SuperStock shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE III

Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation. The Surviving Corporation reserves the right and power after the Effective Date of the Merger to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

ARTICLE IV
Conversion of Outstanding Stock

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation are as follows:

(a) Immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock, par value \$1.00 per share of the Disappearing Corporation, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into, eighteen and 28/100 (18.28) shares of Class B Nonvoting Common Stock of the Surviving Corporation, par value \$.10 per share, and each outstanding certificate representing shares of common stock of the Disappearing Corporation shall thereupon be deemed for all corporate purposes (other than the payment of dividends, as hereinafter described) to evidence the ownership of fully paid, nonassessable shares of Class B Nonvoting Common Stock of the Surviving Corporation into which such shares have been converted.

(b) As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Disappearing Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which such shares the capital stock of the Disappearing Corporation shall have been converted pursuant to this Article.

ARTICLE V
Terms and Conditions

Additional terms and conditions of the Merger are as follows:

(a) Until altered, amended, or repealed in the manner now or hereafter prescribed by statute, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be and shall remain and continue to be the Bylaws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

(c) The names of the directors of the Surviving Corporation who shall serve until his successor shall have been duly elected

and qualified, or until his earlier death, resignation or removal, are as follows:

William F. Beermann
James Ong

Any vacancies in the Board of Directors shall be filled pursuant to the Bylaws of the Surviving Corporation.

(d) The principal officers of the Surviving Corporation, each of whom shall hold office until his or her successors shall have been duly elected or appointed and shall have qualified or until his or her earlier death, resignation, or removal, and their respective offices, are as follows:

William F. Beermann	President
James Ong	Vice President
Susan Ong Chiang	Secretary, Treasurer

(e) The principal office of the Surviving Corporation shall be located at 7660 Centurion Parkway Jacksonville, Florida 32256. The name and address of the Registered Agent shall be:

Michael R. Leas	1 Independent Drive, Suite 2600 Jacksonville, Florida 32202
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(f) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Disappearing Corporation, the proper officers and directors of the Disappearing Corporation shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI Effect of Merger

Upon this Merger becoming effective, the separate existence of the Disappearing Corporation, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers, and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers, and franchises of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts due to the said Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to the said Constituent Corporations,

shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real, or otherwise), property, rights, privileges, immunities, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of the said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of said Constituent Corporations shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of said Constituent Corporations, shall thence forth attach to and are hereby assumed by the Surviving Corporation, and may be enforced against said Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII
Date of Authorization of Merger

This Plan of Merger was approved by the Board of Directors, and unanimously adopted by the shareholders entitled to vote, of SuperStock and of JB CD, respectively, the undersigned Constituent Corporations, on February 24, 1997.

ARTICLE VIII
Compliance With Legal Requirements

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed by their respective Presidents the day and year first above written.

(Corporate Seal)

SUPERSTOCK, INC.

By: 

William F. Beermann,
President

(Corporate Seal)

JB CD, INC.

By: 

William F. Beermann,
President