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Page 1 of 1

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Division of Corporations
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MERGER OR SHARE EXCHANGE

DAKCO PROPERTIES, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 9, 2003

DAKCO PROPERTIES, INC.
1133 S UNIVERSITY DR 202
PLANTATION, FL 33324US

SUBJECT: DAKCO PROPERTIES, INC.
REF: P94000018271

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

THE FIRST PAGE OF THE ARTICLES OF MERGER WAS NOT RECEIVED. A BLACK LINE IS RUNNING DOWN THE RIGHT-SIDE OF EACH PAGE OF THE DOCUMENT. PLEASE RE-FAX.

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Darlene Connell
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**ARTICLES OF MERGER
(Plan of Merger Attached)**

of

**JAD'S EMPIRE, INC., a Florida corporation,
VICTORIOUS PROPERTIES, INC., a Florida corporation
WAFDAL TRUST, INC., a Florida corporation, and
BIREH, INC., a Florida corporation**

with and into

DAKCO PROPERTIES, INC., a Florida corporation

Pursuant to the applicable provisions of Sections 607.1101-607.1105 of the Florida Business Corporation Act ("Florida Act"), each of JAD'S Empire, Inc., a Florida corporation ("JAD'S"), Victorious Properties, Inc., a Florida corporation ("Victorious"), Wafdal Trust, Inc., a Florida corporation ("Wafdal"), and Bireh, Inc., a Florida corporation ("Bireh"), (collectively, the "Merging Corporations") and pursuant to the applicable provisions of Sections 607.1101-607.1105 of the Florida Act, Dakco, Inc., a Florida corporation (the "Surviving Corporation") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. JAD'S Empire, Inc., 1133 S. University Drive, Suite 202, Plantation, FL 33324; FEI Number: 65-0528561; Florida Document Number: P94000072663.
2. Victorious Properties, Inc., 1133 S. University Drive, Suite 202, Plantation, FL 33324; FEI Number: 65-0471900; Florida Document Number: P94000005833.
3. Wafdal Trust, Inc., 1133 S. University Drive, Suite 202, Plantation, FL 33324; FEI Number: 65-0529247; Florida Document Number: P94000053162.
4. Bireh, Inc., 1133 S. University Drive, Suite 202, Plantation, FL 33324; FEI Number: 65-0554245; Florida Document Number: P94000057134.
5. Dakco Properties, Inc., 1133 S. University Drive, Suite 202, Plantation, FL 33324; FEI Number: 65-0487180; Florida Document Number: P94000018271.
6. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporations in accordance with Section 607.1105 of the Florida Act, and

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FL Bar No. 0885487
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TALLAHASSEE, FL

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(ii) the Surviving Corporation in accordance with Section 607.1105 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporations into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.


7. The Plan was (i) recommended by the Board of Directors, and pursuant to Section 607.0704, unanimously approved and adopted by written consent of the shareholders of JADS on October 1, 2003; (ii) recommended by the Board of Directors, and pursuant to Section 607.0704, unanimously approved and adopted by written consent of the shareholders of Victorious on October 1, 2003; (iii) recommended by the Board of Directors, and pursuant to Section 607.0704, unanimously approved and adopted by written consent of the shareholders of Wafdal on October 1, 2003; (iv) recommended by the Board of Directors, and pursuant to Section 607.0704, unanimously approved and adopted by written consent of the shareholders of Birch on October 1, 2003; and (v) recommended by the Board of Directors, and, pursuant to Section 607.0704, unanimously approved and adopted by written consent of the shareholders of the Surviving Corporation on October 1, 2003.
8. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
9. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 1133 S. University Drive, Suite 202, Plantation, FL 33324.
10. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporations and will be obligated to pay such fees if same are not timely paid.
11. The Merger is not prohibited by any regulation or the Articles of Incorporation of the Surviving Corporation.
12. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 7th day of October, 2002 by each of their duly authorized representatives.


JAD'S EMPIRE, INC., as a Merging Corporation

By: 
Name: Nofal Kahook
Title: President

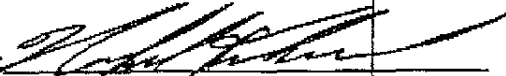
VICTORIOUS PROPERTIES, INC., as a Merging Corporation

By: 
Name: Nofal Kahook
Title: President


WAFDAL TRUST, INC., as a Merging Corporation

By: 
Name: Nofal Kahook
Title: President

BIREH, INC., as a Merging Corporation

By: 
Name: Nofal Kahook
Title: President

DAKCO PROEPRTIES, INC., as the Surviving Corporation

By: 
Name: Nofal Kahook
Title: President

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EXHIBIT "A"

Plan of Merger

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AGREEMENT AND PLAN OF MERGER**OF****JAD'S EMPIRE, INC.
VICTORIOUS PROPERTIES, INC.
WAFDAL TRUST, INC., and
BIREH, INC.****WITH AND INTO****DAKCO PROPERTIES, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") entered into this 7th day of October, 2003 by and among JAD's Empire, Inc., a Florida corporation ("JADS"), Victorious Properties, Inc., a Florida corporation ("Victorious"), Wafdal Trust, Inc., a Florida corporation ("Wafdal"), Bireh, Inc., a Florida corporation ("Bireh") (collectively, the "Merging Corporations), and Dakco Properties, Inc., a Florida corporaion (the "Surviving Corporation"), as approved by the Board of Directors and Shareholders of said corporations:

RECITALS:

- A. The Merging Corporations are corporations duly organized and existing under the laws of the State of Florida.
- B. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.
- C. The Directors of each of JAD'S, Victorious, Wafdal, Bireh, and the Surviving Corporation believe that the merger of the Merging Corporations into the Surviving Corporation would be advantageous and beneficial to the respective shareholders, employees and customers of those companies.
- D. The Merging Corporations and the Surviving Corporation have agreed that the Merging Corporations shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Merging Corporations and the Surviving Corporation, the constituent corporations to this Agreement and Plan, agree as follows:

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1. Recitals. All of the foregoing recitals are true and correct.
2. Merger. The Merging Corporations, all of which are corporations incorporated in the State of Florida, shall be merged with and into Dakco Properties, Inc., which is a corporation incorporated in the State of Florida. The laws of the jurisdiction of incorporation of the Merging Corporations and the laws of the jurisdiction of the Surviving Corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.
3. Articles of Merger. Upon the approval of this Agreement and Plan, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act (the "Florida Act") shall be duly executed by the authorized persons of the Merging Corporations and the Surviving Corporation and shall be filed with the Florida Department of State.
4. Surviving Corporation. The Surviving Corporation shall continue in its existence under the name "Dakco Properties, Inc." pursuant to the provisions of the Florida Act.
5. Merging Corporations. The separate existence of the Merging Corporations shall cease upon the effective date of the merger in accordance with the laws of the State of Florida.
6. Capitalization. The Surviving Corporation has one shareholder who owns one hundred percent (100%) of the issued and outstanding shares in the Surviving Corporation and is the sole shareholder who is entitled to vote on the merger. The Merging Corporations each have one shareholder who owns one hundred percent (100%) of the issued and outstanding shares in each of the Merging Corporations and is the sole shareholder who is entitled to vote on the merger.
7. Shares in the Surviving Corporation. Each issued share of each of the Merging Corporations 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 or exchanged in any manner or any consideration paid therefor, 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.
8. Cancellation of Shares of the Merging Corporation. All issued and outstanding common shares of each of the Merging Corporations, and all rights and respect thereof, shall be canceled as of the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.
9. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation now in force and effect, shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

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10. Bylaws. The Bylaws of the Surviving Corporation upon the effective date of the merger shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

11. Directors and Officers. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom hold their directorships and offices until the election, choice and qualification of their respective successors or until their tenure is otherwise terminate in accordance with the bylaws of the Surviving Corporation.

12. Approval. The agreement contemplated by this Agreement and Plan has previously been approved by the Board of Directors and Shareholders of each of the Merging Corporations and the Board of Directors and Shareholders of the Surviving Corporation. Subsequent to the execution of this Agreement and Plan by the appropriate officers of each of the Merging Corporations and the Surviving Corporation, the proper officers of each of the corporations shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the State of Florida, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

13. Effective Date of Merger. The effective date of the Merger will be the date on which the Articles of Merger are filed with the Florida Department of State.