

P94000037145

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July 13, 1998

Hon. Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 16 PM 1:38

Re: Merger of Tom & Jerry's Books, Inc., and Gilliland, Inc.

Gentlemen:

500002608775--4

Enclosed are:

- Articles of Correction to Articles of Merger, with Corrected Plan of Merger and certified copy of Final Order in Gilliland, Inc., et al. v. Sandra B. Mortham, Case No 98-3554 (Circuit Court of Leon County), entered July 1, 1998, attached (I represent to you that the above instruments are identical in form to the exhibits attached to the complaint);
- Articles of Amendment to the Articles of Incorporation of Gilliland, Inc.;
- My Trust Account check for \$157.50 covering the filing fees for the above instruments and for certified copies thereof.

Your prompt response to this filing and your courtesy and cooperation are very much appreciated.

Sincerely,

S.L. Seftenberg
Stephen L. Seftenberg

Enclosures

cc: Miriam Gilliland
Gerard T. York, Esq.

gillilan.d\letters\secstate.001



COURT ORDER REVERSING MERGER ORIGINALLY FILED ON 3/25/98 MERGING GILLILAND, INC. (P95000044383) INTO TOM & JERRY'S BOOKS INC. (P94000037145).

THE COURT ORDER PROVIDES THAT TOM & JERRY'S BOOKS INC. BE MERGED INTO GILLILAND, INC. EFFECTIVE AS OF 3/25/98. AN AMENDMENT CHANGING THE NAME OF GILLILAND TO TOM & JERRY'S BOOKS INC. WILL THEN BE FILED.

7/16/98

/SP

cert
tel. 25

(Pursuant to a Court Order filed 7/16/98 reversing
merger originally filed on 3/25/98)

ARTICLES OF MERGER

Merging

TOM & JERRY'S BOOKS INC. #P94000037145

into

GILLILAND, INC. #P95000044383

Susan Payne

Section Administrator

R980051951
RECORDED IN
PUBLIC RECORDS LEON CNTY FL
BOOK: R2143 PAGE: 01216
JUL 06 1998 03:40 PM
DAVE LANG. CLERK OF COURTS



BK: R2143 PG: 01216

IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR LEON COUNTY, FLORIDA, CIVIL DIVISION

GILLILAND, INC., a Florida corporation;
TOM & JERRY'S BOOKS INC., a Florida
Corporation, and MIRIAM GILLILAND

Plaintiffs,

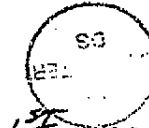
V.

SANDRA B. MORTHAM, in her capacity as the
Florida Secretary of State

Case No. 98-1554

RECORDED IN THE PUBLIC
RECORDS OF LEON COUNTY
IN THE BOOK & PAGE INFO
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AT THE TIME & DATE NOTED
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FINAL ORDER



This action was heard on July 1, 1998 on the
Complaint for declaratory Relief of Plaintiffs, GILLILAND, INC.,
a Florida Corporation ("Gilliland"), TOM & JERRY'S BOOKS INC., a
Florida corporation ("Tom & Jerry's"), and MIRIAM GILLILAND
("Miriam") (collectively "Plaintiffs"). The court has considered
the Complaint, the exhibits attached thereto, and the Answer and
No Objection filed by Defendant, SANDRA B. MORTHAM, in her
capacity as the Florida Secretary of State (the "Secretary"), and
finds that the relief sought by Plaintiffs should be granted.

IT IS THEREFORE ADJUDGED that SANDRA B. MORTHAM, in her
capacity as the Florida Secretary of State, shall accept and file
the Articles of Correction and Articles of Amendment
substantially in the form of Collective Exhibit F to the
Complaint, when properly executed and accompanied by the
appropriate fee.

IT IS FURTHER ADJUDGED that the Secretary shall issue a
Certificate showing that Tom & Jerry's Books Inc., was merged
into Gilliland, Inc., that the name of the surviving corporation

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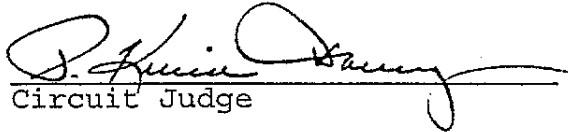


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is Tom & Jerry's Books, Inc., and that the Corporate Document

Number of the surviving corporation is P95000044383.

Ordered at Leon County, Florida, on July 1st, 1998.


Circuit Judge

Copies furnished to:

Stephen L. Seftenberg, Esq.
Attorney for Plaintiffs
2800 North Flagler Drive, #205
West Palm Beach, FL 33407

Gerard T. York, Esq.
Attorney for Defendants
Department of State
General Counsel's Office
LL 10, The Capitol
Tallahassee, FL 32399-0250

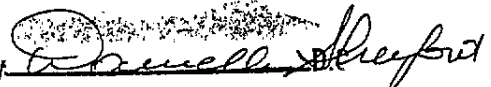
STATE OF FLORIDA, COUNTY OF LEON

I HEREBY CERTIFY that the above and foregoing
is a true and correct copy of an instrument recorded
in the official records of Leon County, Florida.

WITNESS my hand and seal of office this 9 day
of July, 1998

DAVE LANG
Clerk of Circuit Court



by 

ARTICLES OF CORRECTION TO

ARTICLES OF MERGER

OF

TOM & JERRY'S BOOKS INC.
(a Florida corporation)

INTO

GILLILAND, INC.
(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 16 PM 1:38

1. TOM & JERRY'S BOOKS INC., a Florida corporation ("Tom & Jerry's") and GILLILAND, INC., a Florida corporation ("Gilliland") filed Articles of Merger and a Certificate of Merger was issued by the Florida Department of State Division of Corporations on March 25, 1998.

2. Due to a scrivener's error, Gilliland, which was supposed to be the surviving corporation was designated as the disappearing corporation, and Tom & Jerry's, which was supposed to be the disappearing corporation was designated as the surviving corporation.

3. This error was not discovered within 10 business days after the Articles of Merger were filed.

4. Upon suit by MIRIAM GILLILAND, the sole shareholder of both Gilliland and Tom & Jerry's, the Circuit Court of Leon County, Florida, on July 1, 1998, entered an order (a certified copy of which is attached hereto as Exhibit "1") directing the Florida Department of State, Division of Corporations, to accept and file these Articles of Correction.

5. The following are the corrected paragraphs of the Articles of Merger:

"1. TOM & JERRY'S BOOKS INC., a Florida corporation (the "Disappearing Corporation"), shall be merged with and into GILLILAND, INC., a Florida corporation (the "Surviving Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations.

"2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which these Articles of Merger are filed.

"3. The Corporate Document Number of the Surviving Corporation is P95000044383.

"4. The attached Corrected Plan of Merger was adopted and approved by the shareholders of each of the Constituent Corporations as of March 17, 1998.

"These Corrected Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of March 17, 1998."

TOM & JERRY'S BOOKS INC.,
a Florida corporation

By 
Harvey Blonder, as its President

GILLILAND, INC.
a Florida corporation

By 
Miriam Gilliland, as its President

Prepared by:
Stephen L. Seftenberg, Esq.
2800 North Flagler Drive, #205
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gillilan.d\corporat.e\correct.art

CORRECTED PLAN OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BETWEEN

98 JUL 16 PM 1:38

TOM & JERRY'S BOOKS INC.
(a Florida corporation)

AND

GILLILAND, INC.
(a Florida corporation)

Plan of Merger adopted as of March 17, 1998, by the Shareholder and Sole Director of TOM & JERRY'S BOOKS INC., a Florida corporation (the "Disappearing Corporation"), and GILLILAND, INC., a Florida corporation (the "Surviving Corporation"). The disappearing corporation and the surviving corporation are collectively referred to as the "Constituent Corporations").

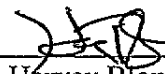
1. In accordance with the provisions of this Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective as of March 25, 1998 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. As of the Effective Time, by virtue of the merger and without any action on the party of the parties or otherwise (a) each issued and outstanding share of the capital stock of the Disappearing Corporation shall be cancelled without payment of any consideration and without any conversion and (b) each issue and outstanding share of capital stock of the Surviving Corporation shall remains issued and outstanding.

TOM & JERRY'S BOOKS, INC.

By 
Harvey Blonder, as its President

GILLILAND, INC.

By Miriam Gilliland
Miriam Gilliland, as its President

Prepared by:
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