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P94000039354

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CORPORATION(S) NAME

HOK Sports Facilities Corp, Inc.
merging INTO: HOK Sports, Inc.

12/31/99

Merger

- Profit
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DIVISION OF CORPORATIONS
STATE OF FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HOK SPORTS FACILITIES GROUP, INC., a Florida corporation P94000039354

INTO

HOK SPORT, INC., a Missouri corporation not qualified in Florida.

File date: December 27, 1999, effective December 31, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/99

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
HOK SPORT, INC.	Missouri

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
HOK SPORTS FACILITIES GROUP, INC.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 1999 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on October 12, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 12, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

1. The names and states of incorporation of the corporations proposing to merge, collectively the "constituent corporations", are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
HOK SPORT, INC.	Missouri
HOK SPORTS FACILITIES GROUP, INC.	Florida

2. On the effective date of the merger HOK SPORTS FACILITIES GROUP, INC., the Florida corporation, which shall be known as the merging corporation, shall be merged with and into HOK SPORT, INC., the Missouri corporation, which shall be known as the surviving corporation, and the separate existence of the merging corporation shall cease.

3. All of the issued and outstanding shares of the surviving corporation and the merging corporation are owned by HOK GROUP, INC., a Delaware corporation, therefore, on the effective date of the merger, all of the issued and outstanding shares of the merging corporation shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

4. The Articles of Incorporation, By-laws, officers and directors of the surviving corporation immediately prior to the effective date of the merger shall continue to be the Articles of Incorporation, By-laws, officers and directors of the surviving corporation after the effective date of the merger until lawfully changed.

5. The merger shall become effective on December 31, 1999.

6. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merging corporation shall be effectively the property of the surviving corporation as they were of the surviving corporation and the merging corporation respectively. The merging corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merging corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation or otherwise to take any and all such action.