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(City/State/Zip/Phone #)

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(Business Entity Name)

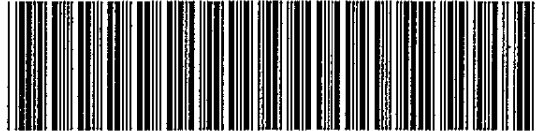
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04 DEC -9 AM 9:16

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Ps 12/23/04  
Merger

# Miller & Williams, PLC

Attorneys at Law

2905 Corinthian Ave., Ste. 5 • Jacksonville, Florida 32210  
Phone (904) 425-0040 • Facsimile (904) 425-0028  
[www.miller-williams.com](http://www.miller-williams.com)

December 8, 2004

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Berghoefer Enterprises, Inc.**

To Whom It May Concern:

Enclosed please find:

- (1) The Articles of Merger for the above-referenced merger;
- (2) Filing fee of \$35.00; and
- (3) Certified copy fee of \$8.75.

Please return all correspondence concerning this matter to the following:

J. Riley Williams  
Miller & Williams, PLC  
Jacksonville, Florida 32210

If you have any questions, you can contact me at the number above. Thank you for your assistance

Very Truly Yours,



J. Riley Williams

**ARTICLES OF MERGER**

**FILED**

04 DEC -9 AM 9:16

**OF**

**TRIAD MARKETING CORPORATION**  
**(a Florida corporation)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WITH AND INTO**

**BERGHOEFER ENTERPRISES, INC.**  
**(a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are adopted by and between TRIAD MARKETING CORPORATION, a Florida corporation ("Merging Corporation"), and BERGHOEFER ENTERPRISES, INC., a Florida corporation ("Surviving Corporation"):

1. The exact name, street address of its principal office and jurisdiction of the Surviving Corporation, the surviving corporation is:

BERGHOEFER ENTERPRISES, INC.  
(FEIN: 59-3322292)  
(Document Number: P95000049165)  
A Florida Corporation  
620 Chelsea Street  
Jacksonville, FL 32204

2. The exact name, street address of its principal office and jurisdiction, and entity type of the Merging Corporation, the merging corporation is:

TRIAD MARKETING CORPORATION  
(FEIN: 59-2008128)  
(Document Number: 673900)  
A Florida Corporation  
620 Chelsea Street  
Jacksonville, FL 32204

3. A true and correct copy of the Plan of Merger (the "Plan of Merger") between the Surviving Corporation and the Merging Corporation is attached hereto as Exhibit A and incorporated herein by reference. The Plan of Merger meets the requirements of Section 607.1101 of the Florida Business Corporation Act.

4. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State.

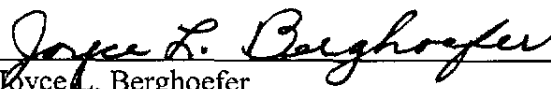
5. The Plan of Merger was duly adopted, approved, certified, executed and acknowledged by all of the shareholders of the Surviving Corporation in accordance with Section 607.1103, of the Florida Business Corporation Act, on December 7, 2004.

6. The Plan of Merger was duly adopted, approved, certified, executed and acknowledged by all of the shareholders of the Merging Corporation in accordance with Section 607.1103, of the Florida Business Corporation Act, on December 7, 2004.

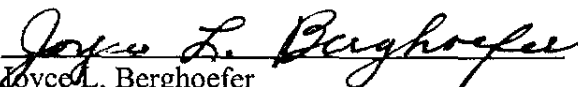
7. These Articles of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Florida corporations have caused these Articles of Merger to be executed by their duly authorized agents on this 7th day of December, 2004.

**TRIAD MARKETING CORPORATION,**  
a Florida corporation

  
Joyce L. Berghoefer  
President

**BERGHOEFER ENTERPRISES, INC.,**  
a Florida corporation

  
Joyce L. Berghoefer  
President

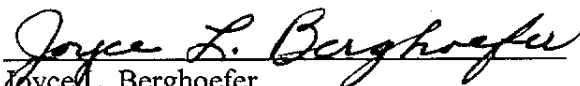
**Exhibit A**  
**PLAN OF MERGER**

Surviving Corporation or, in whole or in part, into cash or other property are as follows:


- a. All of the outstanding rights to acquire shares of the Merging Corporation shall be surrendered and delivered to the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned Florida corporations have caused this Plan of Merger to be executed by their duly authorized agents on this 7th day of December, 2004.

**TRIAD MARKETING CORPORATION,**  
a Florida corporation

  
Joyce L. Berghoefer  
President

**BERGHOEFER ENTERPRISES, INC.,**  
a Florida corporation

  
Joyce L. Berghoefer  
President