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P96000008188

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

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TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

And Justice For All, Inc.
merged:
AJFA Acquisition, Inc.

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-12/14/98--01077--015
*****70.00 *****70.00

( ) Profit ( ) NonProfit ( ) Limited Liability Company	( ) Amendment	(X) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement ( ) Limited Liability Partnership	( ) Annual Report ( ) Fict. Filing	( ) Other ( ) Change of R.A. ( ) UCC-1 UCC-3
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Thanks, Melanie :-)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: AND JUSTICE FOR ALL, INC.
Ref. Number: P96000008188

We have received your document for AND JUSTICE FOR ALL, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 998A00058921

CONNOLLY EPSTEIN CHICCO FOXMAN OXHOLM & EWING

A PENNSYLVANIA PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

NEIL G. EPSTEIN
WILLIAM H. EWING
STEPHEN M. FOXMAN
NANCY K. BARON-BAER
CARL OXHOLM III
LESLIE A. HAYES*
MICHAEL S. JACKSON
GARY A. ROSEN*
MARK T. CARLIDGE*
GARY A. MILLER
JOHN F. O'RIORDAN*
RANDY KARAFIN HUBERT*
JANET F. GINZBERG*

JOSEPH G. J. CONNOLLY
JOSEPH CHICCO
STEVEN P. HERSHEY*
KAREN LEE TURNER
CHARLES F. FORER*†
VALERIE J. MUNSON
ALBERT G. BIXLER
GARY S. LEWIS
CAROL L. PRESS
DANIEL N. REISMAN
DEBORAH WEINSTEIN*
LEWIS ROSMAN
MANDANA SHAHVARI

OF COUNSEL
HOWARD L. GLEIT
WILLIAM F. HALL, JR.
BETH OLANOFF

*ATTORNEYS WITHOUT * NOT ADMITTED IN NEW JERSEY
†NEW JERSEY RESIDENT PRINCIPAL

1515 MARKET STREET
NINTH FLOOR
PHILADELPHIA, PA 19102-1909
(215) 851-8400
FAX (215) 851-8383
http://www.philalaw.com

36 TANNER STREET
SECOND FLOOR
HADDONFIELD, NJ 08033-2420
(609)427-6240
FAX (609) 427-0611

DIRECT DIAL
(215) 851-8506
E-MAIL: ms@philalaw.com

December 17, 1998

BY HAND DELIVERY

Ms. Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: And Justice For All, Inc. (Letter Number: 998A00058921)

Dear Ms. Brown:

As you may recall, on December 14, 1998, CT Corporation System filed Articles of Merger prepared on behalf of And Justice For All, Inc. and AJFA Acquisition, Inc. with the Florida Department of State. Pursuant to your letter dated December 14, 1998, we understand that the Articles of Merger form filed by CT Corporation System was incorrect.

Pursuant to our telephone conversation of December 15, 1998, I have enclosed an original and one copy of revised Articles of Merger prepared on behalf of And Justice For All, Inc. and AJFA Acquisition, Inc. and a copy of your letter dated December 14, 1998. I understand that the records of the Florida Department of State will reflect that the enclosed Articles of Merger were filed on the original filing date of December 14, 1998.

Please do not hesitate to call me at (215) 851-8506 if you have any questions regarding this matter. Thank you very much for your assistance.

Very truly yours,

Mandana Shahvari

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

AJFA ACQUISITION, INC., a Florida corporation, P98000100626

INTO

AND JUSTICE FOR ALL, INC., a Florida corporation, P96000008188.

File date: December 14, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
(Profit Corporation)

The following articles of merger are being 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 are:

Name	Jurisdiction
And Justice For All, Inc.	**Florida**

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TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each **merging** corporation are:

Name	Jurisdiction
AJFA Acquisition, 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 NOT APPLICABLE

__/__/__ (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 16, 1998**

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 16, 1998**

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

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature(s)	Typed or Printed Name of Individual & Title
And Justice For All, Inc.	M J Cohen	**Matthew Cohen, Chief Financial Officer**
AJFA Acquisition, Inc.		**Donn C. Douglas, President**

(Attach additional sheet(s) if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature(s)	Typed or Printed Name of Individual & Title
And Justice For All, Inc.		**Matthew Cohen, Chief Financial Officer**
AJFA Acquisition, Inc.	[signature]	**Donn C. Douglass President**

(Attach additional sheet(s) if necessary)

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation are:

Name	Jurisdiction
And Justice For All, Inc.	**Florida**

Second: The name and jurisdiction of each **merging** corporation are:

Name	Jurisdiction
AJFA Acquisition, Inc.	**Florida**

Third: The terms and conditions of the merger are as follows:

Pursuant to an Agreement and Plan of Reorganization and Merger dated October 1, 1998 (the "Agreement"), AJFA Acquisition, Inc. (the "Company"), a wholly-owned subsidiary of Bird-Honomichl, Inc. ("BHI"), a Colorado corporation, will be merged with and into And Justice for All, Inc. ("AJFA") under the laws of the State of Florida (the "Merger"). As a result of the Merger, AJFA will become a wholly-owned subsidiary of BHI; each present shareholder of AJFA will automatically become a shareholder of BHI, with former AJFA shareholders owning, as a group, 87.5% of BHI's outstanding Common Stock; the present shareholders of BHI will continue to own 1,834,664 shares of Common Stock representing 12.5% of the total outstanding.

The principal business of the BHI following the Merger will be the operation of AJFA.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The manner of converting or exchanging the shares of the Company and AJFA will be as follows:

(a) No shares of the capital stock of BHI will be converted as a result of the Merger.

(b) Upon the filing of these Articles of Merger with the Secretary of State of Florida (the "Effective Time"), all of the shares of common stock of AJFA ("AJFA Common Stock") issued and outstanding immediately prior to the Effective Time, will by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and extinguished and be converted into the right to receive an equal number of shares of Common Stock of BHI on the basis of one share of BHI's Common Stock per each share of AJFA Common Stock.

(c) At the Effective Time, each share of Common Stock of the Company issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one fully paid and nonassessable share of the Common Stock of AJFA, which shares shall be issued and outstanding capital stock of AJFA immediately after the Effective Time.

(d) At the Effective Time, the holders of record of AJFA Common Stock (the "AJFA Stockholders") will become entitled to receive, upon surrender of certificates registered in their respective names which prior thereto represented shares of AJFA Common Stock, certificates representing the number of shares of BHI's Common Stock (the "Shares") for which such shares of AJFA Common Stock are exchangeable pursuant to this Agreement. No fractional Shares, or certificates or scrip therefor will be issued in exchange for AJFA Common Stock; instead, the number of Shares issuable to any AJFA Stockholder, based upon his or her total holding of AJFA Common Stock prior to the Merger, will be rounded up to the nearest whole number.

(e) At or after the Effective Time, the AJFA Stockholders will cease to be, and shall have no rights as, stockholders of AJFA or otherwise with respect to their ownership of AJFA Common Stock other than to receive the whole number of Shares for which their shares of AJFA Common Stock are exchangeable pursuant to the Agreement.

(f) Each option, warrant or other contractual right to purchase a share of AJFA Common Stock outstanding immediately prior to the Effective Time will become the equivalent right to purchase one share of BHI's Common Stock at the option exercise price and upon the same terms and conditions as existed immediately prior to the Effective Time.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NOT APPLICABLE

OR

Restated articles are attached:

NOT APPLICABLE

Other provisions relating to the merger are as follows:

NOT APPLICABLE