

Charter Number Only

P96000049311

VALIDATION ONLY

Tescher Chaves

Requestor's Name

9100 S Dadeland Blvd #1707

Address

Miami FL 33156

City

State

ZIP

Phone

670-04440

600002556266--5

-06/15/98--01037--001

*****35.00 *****35.00

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-06/11/98--01011--005

*****87.50 *****87.50

CORPORATION(S) NAME

Three JCS

merger

EFFECTIVE DATE

7/1/98

FILED
98 JUN 11 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In | | <input type="checkbox"/> Mail Out |

Name	6/11/98
Availability	
Document	BOOK
Examiner	
Updater	BOOK
Verifier	BOOK
Acknowledgment	BOOK
W.P. Verifier	BOOK

cert. copy

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98 JUN 11 AM 9:30



Empire Toll Free: 1-800-432-3028

ARTICLES OF MERGER
Merger Sheet

MERGING:

THREE JC'S, INC., a Florida corporation P96000049311

INTO

THREE JC'S TEXAS I, INC.. a Texas corporation not qualified in Florida

File date: June 11, 1998, effective July 1, 1998

Corporate Specialist: Annette Hogan

TESCHER CHAVES RUBIN & FORMAN, P.A.

Attorneys-at-Law

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Penthouse I
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June 8, 1998

REPLY TO: Miami

VIA EMPIRE

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Three JC's, Inc.
Our File No. 8476.001

Gentlemen:

Enclosed please find Domestic and Foreign Corporation Articles of Merger for filing in Florida, with an effective date of July 1, 1998. Also enclosed is our firm's check in the amount of \$87.50 for the filing fee and certified copy fee.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,



Charles D. Rubin

CDR/wp
Enc.

cc: Chih-Ming & Jane Chen (w/ enc.)
Terry Santini CPA (w/ enc.)
Donald Tescher (w/o enc.)

EFFECTIVE DATE
7/1/98

**DOMESTIC AND FOREIGN CORPORATION
ARTICLES OF MERGER**

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "Act"), hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Three JC's, Inc.	Florida
Three JC's Texas I, Inc.	Texas.

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TALLAHASSEE, FLORIDA

SECOND: The laws of the state under which such foreign corporation is organized permits such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 of the Act as the surviving corporation of the merger, and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 of the Act.

FOURTH: The Plan of Merger is attached hereto as Exhibit A.

FIFTH: The effective date of the Certificate of Merger shall be July 1, 1998.

SIXTH: The Plan of Merger was adopted by all of the shareholders of Three JC's, Inc., on the 1st day of May, 1998 and was adopted by all of the shareholders of Three JC's Texas I, Inc. on the 1st day of May, 1998.

Dated: May 1, 1998

THREE JC'S, INC., a Florida corporation, the merged corporation

By: 
CHIH-MING CHEN, President

THREE JC'S TEXAS I, INC., a Florida corporation, the surviving corporation

By: 
CHIH-MING CHEN, President.

Exhibit A

PLAN OF MERGER

This Plan of Merger is made and entered by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

Three JC's Texas I, Inc., a Texas corporation (the "Surviving Corporation"); and
Three JC's, Inc., a Florida corporation (the "Merged Corporation").

BACKGROUND

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Texas, having its Articles of Incorporation filed and effective on December 23, 1996 and having an authorized capital stock of 2000 shares of common stock having a par value of \$0.01 per share, of which 200 shares, being all the shares issued and outstanding, are owned by the following:

Jane Chen	100
Chih-Ming Chen	100.

B. The Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on June 7, 1996 and having an authorized capital stock of 2000 shares of common stock having a par value of \$0 per share, of which 100 shares, being all the shares issued and outstanding, are owned by the following:

Jane Chen	50
Chih-Ming Chen	50.

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Texas shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, the terms and conditions of said merger are as follows.

1. This Merger shall become effective on the close of business no later than 90 days after the adoption of this Plan by the shareholders of the Constituent Corporations, as such date is determined by the officers of the Constituent Corporations (the "Effective Date").

2. The names of the corporations that are parties to the Merger are as follows:

- (a) Three JC's Texas I, Inc., a Texas corporation
- (b) Three JC's, Inc., a Florida corporation.

3. The surviving corporation shall be Three JC's Texas I, Inc.

4. To become effective, this Plan shall be approved by the directors and shareholders of each of the Constituent Corporations.

5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that all shares of the Merged Corporation shall be deemed canceled.

6. The By-Laws of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the By-Laws of the Surviving Corporation until the same is altered, amended, or repealed.

7. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The shareholders of the Merged Corporation dissenting from the Merger, if any, are entitled, if they comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares, and the shareholders of the Surviving Corporation dissenting from the Merger, if any, are entitled, if they comply with the provisions of Texas Business Corporation Act, to be paid the fair value of their shares.

10. On the Effective Date, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Texas.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.