

Document Number Only

P96000095425

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

200002387352--2
-12/31/97--01052--030
*****35.00 *****35.00

200002387352--2
-12/31/97--01052--029
*****87.50 *****87.50

NAPA Q Corporation merger
into:
HAC, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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P96000095425

ARTICLES OF MERGER
Merger Sheet

MERGING:

NAPAQ CORPORATION, a Nevada corporation not authorized to transact
business in Florida

INTO

HAC, INC., a Florida corporation, P96000095425

File date: December 31, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HAC, INC.
Ref. Number: P96000095425

We have received your document for HAC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 298A00000067

*Karen -
Please see the
correction +
back date to
12-31-97.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF MERGER
OF
NAPAQ CORPORATION
INTO
HAC, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

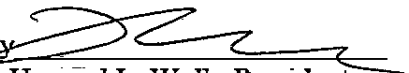
FIRST: HAC, Inc. is a corporation organized under the laws of the State of Florida owning 100 percent of the shares of NAPAQ CORPORATION, a corporation organized under the laws of the State of Nevada.

SECOND: The plan of merger attached hereto as Exhibit A was adopted by the board of director of HAC, Inc. and NAPAQ Corporation on 12-29-97.

THIRD: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Signed this 29th Day of December, 1997.

HAC, INC.
(Surviving Corporation)

By: 
Howard L. Wolk, President

NAPAQ CORPORATION
(Merged Corporation)

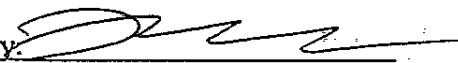
By: 
Howard L. Wolk, President

EXHIBIT A

PLAN OF MERGER

FIRST: NAPAQ Corporation ("NAPAQ"), a corporation organized under the laws of the State of Nevada, and a wholly owned subsidiary of HAC, Inc. ("HAC"), a Florida corporation shall merge with and into HAC, with HAC being the surviving corporation.

SECOND: The presently issued and outstanding shares of stock of NAPAQ, the merging corporation, all of which are owned by HAC, the surviving corporation, shall be surrendered and canceled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation of HAC shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The by-laws of HAC shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of HAC shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and property to effect the merger.