

P97 000076509
LAW OFFICES
GUTMAN & BIGELMAN, P.C.
PROFESSIONAL CORPORATION

STEPHEN L. GUTMAN
email: slgpc@aol.com

3000 TOWN CENTER • SUITE 2450 • SOUTHFIELD, MICHIGAN 48075-1163 • (248) 352-2300
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JERROLD M. BIGELMAN
email: jbigelman@aol.com

October 15, 2001

Certified Mail
Return Receipt Requested

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger
H & H Wholesale Services, Inc.

400004651754--2
-10/24/01--01048--010
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger and an Agreement and Plan of Merger with regard to the above-referenced Florida corporation. We have enclosed a check made payable to the Florida Department of State in the amount of \$70.00 to cover processing fees.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

GUTMAN & BIGELMAN, P.C.


Jerrold M. Bigelman

JMB/gf
Enclosure

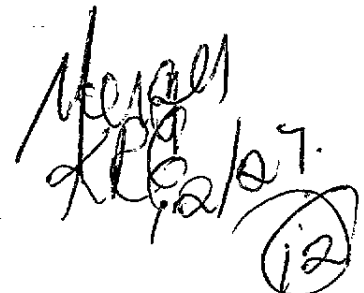
cc: Edward M. Burnstein, C.P.A.
Mr. Loren D. Blum

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 24 PM 3:57

FILED

CERTIFIED MAIL NUMBER
7000 0520 0012 7427 6694


12

ARTICLES OF MERGER
Merger Sheet

MERGING:

H & H WHOLESALE SERVICES, INC., a Florida corporation, document number
P97000076509

INTO

H & H WHOLESALE SERVICES, INC., a Michigan entity not qualified in Florida.

File date: December 24, 2001

Corporate Specialist: Karen Gibson

LAW OFFICES
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PROFESSIONAL CORPORATION

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FAX: (248) 352-3366

December 20, 2001

Via Federal Express

Florida Department of State
Attn: Karen Gibson
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

**Re: H & H Wholesale Services, Inc.
Corporation Reinstatement / Articles of Merger
Ref. Number P97000076509**

Dear Ms. Gibson:

Enclosed please find the following documents:

1. Your letter dated October 29, 2001.
2. Corporation Reinstatement Form.
3. Check in the amount of \$750 payable to the State of Florida.
4. Articles of Merger and an Agreement and Plan of Merger.

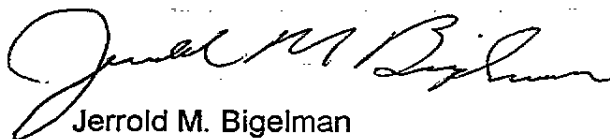
Please reinstate the above-referenced entity.

Thereafter please file the Articles of Merger. Our check number 2150 in the amount of \$70.00 to cover the filing of the Articles of Merger was sent previously with our letter of October 15, 2001 (copy attached).

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

GUTMAN & BIGELMAN, P.C.



Jerrold M. Bigelman

JMB/gf
Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 29, 2001

JERROLD M. BIGELMAN
GUTMAN & BIGELMAN, P.C.
3000 TOWN CENTER, SUITE 2450
SOUTHFIELD, MI 48075-1163

SUBJECT: H & H WHOLESALE SERVICES, INC.
Ref. Number: P97000076509

We have received your document for H & H WHOLESALE SERVICES, 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):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2001 annual report/uniform business report. The entity must be reinstated before this document can be filed.

Please complete the enclosed form and return it to us with a check for \$750.00 in order to complete your reinstatement.

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) 245-6880.

Karen Gibson
Corporate Specialist

Letter Number: 201A00059165

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>
<u>H & H Wholesale Services, Inc.</u>	<u>Michigan</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>H & H Wholesale Services, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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01 DEC 24 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, 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 ____/____/____ (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 10/05/2001

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 10/05/2001

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

H & H Wholesale Services, X
Inc., a Michigan Ho
corporation

Howard B. Goldman

Howard B. Goldman, President

H & H Wholesale Services, Inc., a Florida corporation

Howard B. Goldman

Howard B. Goldman, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is dated this 5th day of October, 2001, by and between **H & H WHOLESALE SERVICES, INC.**, a Michigan corporation, having its registered office at 401 South Old Woodward, Suite 420, Birmingham, MI 48009 (hereinafter sometimes referred to as the "Surviving Corporation"), and **H & H WHOLESALE SERVICES, INC.**, a Florida corporation, having its registered office at 8000 Wiles Road, Suite 1, Coral Springs, FL 33067 (hereinafter sometimes referred to as the "Merged Corporation", with the Surviving Corporation and the Merged Corporation hereinafter sometimes referred to collectively as "Constituent Corporations").

WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Michigan, incorporated on September 22, 1999 (Michigan I.D. # 20918C), with authorized capital stock consisting of 60,000 common shares, of which 100 shares are issued and outstanding, and owned entirely by Howard B. Goldman, which outstanding shares are entitled to vote on this Merger; and

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Florida, incorporated on September 2, 1997 (Florida I.D. #P97000076509), with authorized capital stock of 100 common shares, of which 100 shares are issued and outstanding, and owned entirely by Howard B. Goldman, which outstanding shares are entitled to vote on this Merger; and

WHEREAS, the Board of Directors and shareholder of the Surviving Corporation, and the Board of Directors and shareholder of the Merged Corporation, have by resolution without meetings approved this Agreement and Plan of Merger, and have declared it advisable for the best interests of the Constituent Corporations that the Merged Corporation merge with and into the Surviving Corporation in the manner and upon the terms and conditions hereinafter set forth and with the effect provided by and pursuant to the Michigan Business Corporation Act and the Florida Business Corporation Act, which respective state statutes permit the Merger herein contemplated;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, covenants and provisions hereinafter contained, it is agreed that the Merged Corporation shall be merged with and into the Surviving Corporation and that the terms and conditions of such Merger and the mode of carrying the same into effect and the manner of converting the shares of the Merged Corporation into the shares of the Surviving Corporation shall be as follows:

A. Merger. The Constituent Corporations shall, on the Effective Date, be merged into a single corporation by the Merged Corporation merging into Surviving Corporation. The separate existence of the Merged Corporation shall cease on the Effective Date and the existence of the Surviving Corporation shall continue unaffected and unimpaired by the merger with all of the rights, privileges, immunities and powers and subject to all the duties and liabilities of a corporation organized under the laws of the State of Michigan.

B. Name of Surviving Corporation. The name of the Surviving Corporation is **H & H WHOLESALE SERVICES, INC.**, a Michigan corporation.

C. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date of the Merger until the same shall be altered or amended as therein provided or as provided by law.

D. By-Laws. The By-Laws of the Surviving Corporation shall be and remain the By-Laws of the Surviving Corporation, until altered, amended or repealed as therein provided or as provided by law.

E. Directors and Officers. The Directors and Officers of the Surviving Corporation, from and after the Effective Date of the Merger, shall be the following:

Howard B. Goldman	Director and President
Howard B. Goldman	Secretary
Howard B. Goldman	Treasurer

Such Directors and Officers of the Surviving Corporation shall continue in office until their respective successors shall be elected or appointed and qualified.

F. Method of Merger. The mode of carrying the Merger into effect and the manner of converting the shares of the Merged Corporation into the shares of the Surviving corporation shall be as follows:

1. Merger: One Share For One Share. Each share of common stock of the Merged Corporation which shall be outstanding on the Effective Date of this Merger, and all rights in respect thereof, shall forthwith be changed and converted into one (1) share of common stock of the Surviving Corporation.

2. Shareholder Status. After the Effective Date of this Merger, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the Merged Corporation to be converted into the stock of the Surviving Corporation as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place.

3. Effective Date. This Merger shall be effective, for all purposes including, but not limited to, accounting purposes and as between the parties hereto, as of the close of business on the filing date of the Michigan Certificate of Merger and the Florida Articles of Merger ("Effective Date").

G. Property Rights, Etc., Vested in Surviving Corporation. 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 Merged 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 Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged 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 Merged 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 or the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.


H. Service of Process. The Surviving Entity may be served with process in the State of Michigan in any proceeding for enforcement of any obligation of the Merged Corporation as well as for enforcement of any obligation of the Surviving Entity arising from the Merger. The address to which a copy of such process shall be mailed is 401 South Old Woodward, Suite 420, Birmingham, MI 48009.

I. Further Actions. Each of the Constituent Corporations shall take or cause to be taken all action, or do or cause to be done all things necessary including all necessary filings in Florida, for purposes of the Merged Corporation, and in Michigan, for purposes of the Surviving and Constituent Corporations, that are proper and advisable under the laws of the States of Michigan and Florida in order to make effective the Merger.

THE ABOVE AGREEMENT AND PLAN OF MERGER, having been executed on behalf of the Surviving Corporation, and having been adopted by its shareholder and Board of Directors, and having been executed on behalf of the Merged Corporation,

and having been adopted by its shareholder and Board of Directors, in accordance with the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 450.1703a of the Michigan Business Corporation Act, the duly authorized Officers of the Constituent Corporations do hereby execute the said Agreement and Plan of Merger, by authority of the Boards of Directors thereof, as the respective act, deed and agreement of said Constituent Corporations on the day and year first above written.

WITNESSES:




Loren D. Blum

H & H WHOLESALE SERVICES, INC.,
a Michigan corporation



By: **HOWARD B. GOLDMAN**
Its: President

"Surviving Corporation"



Loren D. Blum

H & H WHOLESALE SERVICES, INC.,
a Florida corporation



By: **HOWARD B. GOLDMAN**
Its: President

"Merged Corporation"