



P 98000006908

ACCOUNT NO. : 072100000032

REFERENCE : 536087 7253444

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : September 20, 2001

ORDER TIME : 10:01 AM

ORDER NO. : 536087-005

CUSTOMER NO: 7253444

CUSTOMER: Ms. Nancy Handegan
Heavner Handegan & Scott
P. O. Box 740

Decatur, IL 62525

RECEIVED
01 SEP 21 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

900004604339-15

*Merger
9-21-01
MT*

TRIPLE J INVESTORS, INC.

INTO

TRIPLE J INVESTORS OF
ILLINOIS, INC.

FILED
01 SEP 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds - EXT 1133
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRIPLE J INVESTORS, INC., a Florida corporation, P98000006908

INTO

TRIPLE J INVESTORS OF ILLINOIS, INC., an Illinois entity not qualified in
Florida.

File date: September 21, 2001

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

PURSUANT TO the provisions of the Florida Business Corporation Act and the Illinois Business Corporation Act, the domestic business corporation and the foreign corporation herein named do hereby submit the following Articles of Merger:

1. Triple J Investors, Inc., a Florida corporation, shall be merged into Triple J Investors of Illinois, Inc. Triple J Investors of Illinois, Inc. shall be the surviving corporation. A copy of the plan of merger is attached hereto, made a part hereof, and is marked Exhibit A.

2. The shareholders of both Triple J Investors, Inc. and Triple J Investors of Illinois, Inc. have by unanimous consent accepted the plan of merger and have consented to such merger.

3. The merger shall be effective immediately on June 30, 2001, or upon the filing of the Articles of Merger in each respective state, whichever is later.

EXECUTED this 14th day of June, 2001.

TRIPLE J INVESTORS, INC., a Florida Corporation,

by [Signature] (SEAL)
its President

ATTEST:

[Signature] (SEAL)
its Secretary

FILED
01 SEP 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRIPLE J INVESTORS OF ILLINOIS, INC., an Illinois Corporation,

by [Signature] (SEAL)
its President

ATTEST:

[Signature] (SEAL)
its Secretary

PLAN OF MERGER

THIS PLAN OF MERGER is adopted on this 14th day of June, 2001, pursuant to the Consent Resolution approved by the Board of Directors and the Shareholders of Triple J Investors, Inc., a business corporation organized under the laws of the State of Florida and Triple J Investors of Illinois, Inc., a business corporation organized under the laws of the State of Illinois. Pursuant to this Plan of Merger, Triple J Investors, Inc. shall merge into Triple J Investors of Illinois, Inc. Triple J Investors of Illinois, Inc., an Illinois corporation, shall be the surviving corporation. The Shareholders and Directors of each respective corporation agree as follows:

1. Triple J Investors, Inc., a Florida corporation, and Triple J Investors of Illinois, Inc., an Illinois Corporation, shall pursuant to the provisions of the Florida Business Corporation Act and pursuant to the Illinois Business Corporation Act be merged into a single corporation to be known as Triple J Investors of Illinois, Inc., which shall be the surviving corporation upon the effective date of the merger and which shall hereinafter be known as the "surviving corporation," and shall continue to exist as the surviving corporation under the name, Triple J Investors of Illinois, Inc. pursuant to the provisions of the laws of the State of Illinois. The separate existence of Triple J Investors, Inc., a Florida corporation, which shall hereinafter be referred to as the "non-surviving corporation," shall cease to exist as of June 30, 2001, or the date of filing of the Articles of Merger with each respective state, whichever is later.

2. The Articles of Incorporation of the surviving corporation at the effective date and time of the merger shall be the Articles of Incorporation of the surviving corporation and such Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Illinois.

3. The Bylaws of the surviving corporation at the effective date and time of the merger shall be the Bylaws of the surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Illinois.

4. The Directors and Officers of the surviving corporation at effective date and time of the merger shall be the Directors and Officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each share of the surviving corporation which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving

corporation.

6. The Plan of Merger shall be approved by the shareholders of both corporations as prescribed by the laws of the state of incorporation.

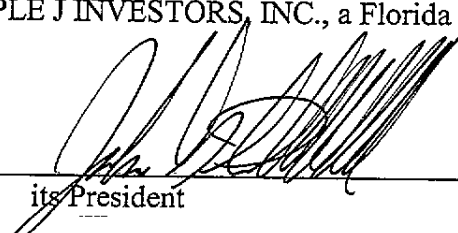
7. In the event the Plan of Merger is approved by the shareholders of both corporations, the corporations hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the states of incorporation for each corporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the officers of each corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and /or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have cause these present to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of the corporations on the day and year noted above.

TRIPLE J INVESTORS, INC., a Florida corporation

by

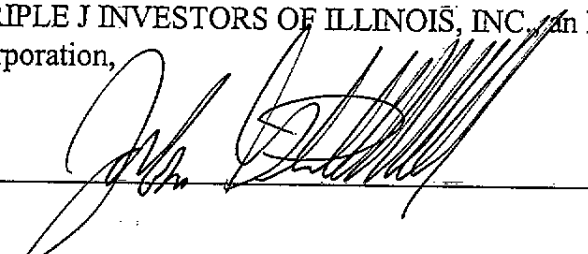

its President

ATTEST:

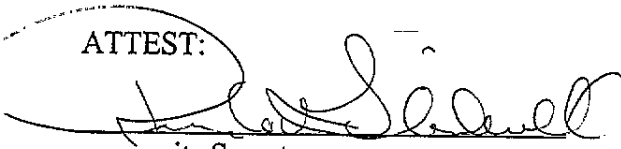

its Secretary

TRIPLE J INVESTORS OF ILLINOIS, INC., an Illinois corporation,

by



ATTEST:


its Secretary