



P98000021388

ACCOUNT NO. : 072100000032.

REFERENCE : 980970 10794A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 29, 2001

ORDER TIME : 11:53 AM

ORDER NO. : 980970-005

CUSTOMER NO: 10794A

CUSTOMER: Harold J. Turk, Esq
Harold J. Turk, Esq
1428 Brickell Avenue

Miami, FL 33131

EFFECTIVE DATE
1/31/01

Merger

100003589791--6
-01/29/01--01067--009
*****78.75 *****78.75

ARTICLES OF MERGER

J.R. SIX, INC.

INTO

J.R. SEVEN, INC.

FILED
01 JAN 29 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
01 JAN 29 PM 12:55
DIVISION OF REGISTRATION
1/30/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

J.R. SIX, INC., a Florida corporation P96000041020

INTO

J.R. SEVEN, INC., a Florida entity, P98000021388

File date: January 29, 2001, effective January 31, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
1/31/01

ARTICLES OF MERGER CONTAINING PLAN

FILED
01 JAN 29 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging **J.R. SIX, INC.**, a corporation organized and existing under the laws of the State of Florida, into **J.R. SEVEN, INC.**, a corporation organized and existing under the laws of the State of Florida, as the surviving corporation:

1. The Board of Directors of **J.R. SIX, INC.**, the shareholders of **J.R. SIX, INC.**, the Board of Directors of **J.R. SEVEN, INC.**, and the shareholders of **J.R. SEVEN, INC.**, approved and adopted the following Plan of Merger on the 23RD day of January, 2001, in the manner prescribed by the Florida Business Corporation Act:

PLAN OF MERGER

1. PARTIES TO MERGER. The parties to merger are **J.R. SIX, INC.**, a Florida corporation, and **J.R. SEVEN, INC.**, a Florida corporation.
2. MERGER. **J.R. SIX, INC.**, shall be merged into **J.R. SEVEN, INC.**, ("Surviving Corporation") as of 12:00 midnight on January 31, 2001 (Effective Date").
3. NAME OF SURVIVING CORPORATION. The name of the Surviving Corporation shall be **J.R. SEVEN, INC.**
4. EFFECT OF MERGER. On the Effective Date of the merger, the separate existence of **J.R. SIX, INC.**, shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description shall be transferred to, vest in, and devolve upon the Surviving Corporation, subject to the liabilities and obligations of **J.R. SIX, INC.**, which liabilities and obligations

the Surviving Corporation shall assume, without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege, or franchise, shall at any time or from time to time, be made and delivered in the name of **J.R. SIX, INC.**, by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

5. EXCHANGE OF STOCK. On the Effective Date of the merger, each share of common stock of **J.R. SIX, INC.** issued and outstanding prior to the merger shall be converted and exchanged for two (2) shares of the common stock of the Surviving Corporation.

6. ATTRIBUTES OF SURVIVING CORPORATION.

a. The Articles of Incorporation of **J.R. SEVEN, INC.**, as in effect on the Effective Date of the merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be changed or amended by the merger.

b. The By-Laws of **J.R. SEVEN, INC.**, as such By-Laws exist on the Effective Date of the merger, shall remain and be the By-Laws of the Surviving Corporation, until altered, amended, or repealed in accordance with the provisions thereof, the Articles of Incorporation, and Florida law.

c. Each shareholder of the surviving corporation will hold the same number of shares with identical designations, preferences and limitations, and relative rights immediately after the merger.

d. Shareholder approval of this merger is not required.

7. ARTICLES OF MERGER. These Articles of Merger shall be executed by the President of **J.R. SIX, INC.** and the President of **J.R. SEVEN, INC.** in accordance with the provisions of Florida Statutes Section 607.1105 and shall be filed with the Florida Department of State.

8. The effective date of the merger is 12:00 midnight on January 31, 2001.

EXECUTED this 26 day of January, 2001.

J.R. Six, Inc., a Florida corporation

By: 
Kenneth Eldridge, President

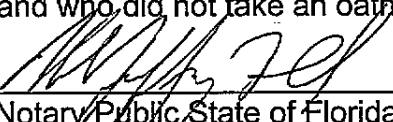
J.R. Seven, Inc., a Florida corporation

By: 
Kenneth Eldridge, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and acknowledged before me this 26 day of January, 2001, by **Kenneth Eldridge, as President of J.R. Six, Inc., and J.R. Seven, Inc., Florida corporations**, who is personally known to me, or who produced _____ as identification and who did not take an oath.

My commission expires:


Notary Public, State of Florida

