

P98000022835

MICHAEL G. PARK, ESQ.
127 BAREFOOT COVE
HYPOLUXO, FLORIDA 33462
(561) 582-4434

October 16, 2001

VIA FEDEX

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/17/01--01035--001
****113.75 ****113.75

Re: JDG Properties, Inc.; JDG Management, Inc.; JDG Vending, Inc.

Dear Madam/Sir:

Enclosed please find a check in the amount of \$113.75 (representing the \$35 filing fee for each of the 3 corporations involved and \$8.75 for a certified copy), and the original and one copy of the Articles of Merger and Plan of Merger for the above-referenced corporations. Please expedite the filing, and return an acknowledgement copy to me. If you should have any questions, please feel free to call me at 561-582-4434.

Very truly yours,


Michael G. Park

Enclosures

FILED
01 OCT 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

re 10/23
merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

JDG MANAGEMENT, INC., A FLORIDA CORP., #P00000027937.
VENDING, INC. A FLORIDA CORP., #P99000005894

JDG

INTO

JDG PROPERTIES, INC., a Florida entity, P98000022835

File date: October 17, 2001

Corporate Specialist: Anna Chesnut

**ARTICLES OF MERGER
FOR
JDG PROPERTIES, INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section §607.1105, Florida Statutes:

1. The name and jurisdiction of the surviving corporation is:


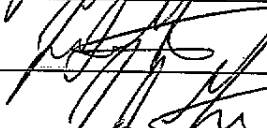
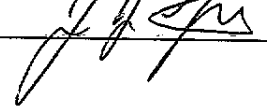
JDG PROPERTIES, INC. Florida

2. The name and jurisdiction of the each merging corporation is:

JDG MANAGEMENT, INC. Florida

JDG VENDING, INC. Florida

3. The Plan of Merger is attached.
4. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the shareholders of the surviving corporation on August 17, 2001.
6. The Plan of Merger was adopted by the shareholders of the merging corporation JDG Management, Inc. on August 17, 2001.
7. The Plan of Merger was adopted by the shareholders of the merging corporation JDG Vending, Inc. on August 17, 2001.
8. Signatures for each corporation:

Name of Corporation	Signature	Name and Title of Officer
JDG Properties, Inc.		Jon D. Goldstein, President
JDG Management, Inc.		Jon D. Goldstein, President
JDG Vending, Inc.		Jon D. Goldstein, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with §607.1101, Florida Statutes, and in compliance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is:

JDG PROPERTIES, INC. Florida

2. The name and jurisdiction of the each merging corporation is:

JDG MANAGEMENT, INC. Florida

JDG VENDING, INC. Florida

3. The terms and conditions of the merger are as follows:

The surviving corporation shall acquire all of the assets and assume all of the liabilities of the merging corporations.

4. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

For each ten (10) shares of stock of each merging corporation, a shareholder shall receive one (1) share of stock of the surviving corporation.