

3-24-1998 4:31AM

FROM MACLEOD/MCGINNES. PA 941 954 5974

P.1

P98000023704

3/24/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:17 PM

((H98000005708 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MACLEOD & MCGINNESS

ACCT#: 102223000620

CONTACT: PEGGY HOWSER

PHONE: (941)954-8788

FAX #: (941)954-5974

NAME: PRAGER ENTERPRISES, INC.

AUDIT NUMBER.....H98000005708

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

RECEIVED

98 MAR 24 PM 4:08

DIVISION OF CORPORATIONS

FILED

98 MAR 24 PM 4:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

03-25-98

DC

(3)

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PRAGER ENTERPRISES, INC., a District of Columbia corporation not qualified  
in the State of Florida

INTO

**PRAGER ENTERPRISES, INC.**, a Florida corporation, P98000023704

File date: March 24, 1998

Corporate Specialist: Darlene Connell

FAX AUDIT #H98-5708

**ARTICLES OF MERGER OF  
PRAGER ENTERPRISES, INC.  
INTO PRAGER ENTERPRISES, INC.**

Pursuant to the provisions of Sections 607.1103 and 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging PRAGER ENTERPRISES, INC., a District of Columbia corporation, into PRAGER ENTERPRISES, INC., a Florida corporation.

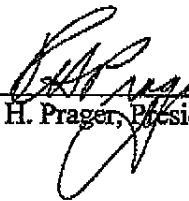
1. The surviving corporation is PRAGER ENTERPRISES, INC., the Florida corporation.

2. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved on March 24, 1998 by the sole shareholder of PRAGER ENTERPRISES, INC., the Florida corporation, and on March 24, 1998 by the sole shareholder of PRAGER ENTERPRISES, INC., the District of Columbia corporation.

3. The effective date of the merger shall be the date when Articles of Merger are filed by the Florida Department of State or the date when Articles of Merger are filed by the District of Columbia Department of Consumer and Regulatory Affairs, whichever is later.

DATED: March 24, 1998

PRAGER ENTERPRISES, INC.

By:   
Roger H. Prager, President

PRAGER ENTERPRISES, INC.

By:   
Roger H. Prager, President

FILED  
98 MAR 24 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C:\Document\VTM\Prager Enterprises\Fla\Articles\Merger.wpd

Prepared by: W. Lee McGinness  
MacLeod & McGinness, P.A.  
1800 Second Street  
Suite 971  
Sarasota, FL 34236  
(941) 954-8788  
Atty Bar #0520550

FAX AUDIT #H98-5708

FAX AUDIT #H98-5708

## EXHIBIT A

**PLAN OF MERGER AND  
REORGANIZATION  
OF  
PRAGER ENTERPRISES, INC.**

This Plan of Merger and Reorganization is made and entered into this 24<sup>th</sup> day of March, 1998, by and between PRAGER ENTERPRISES, INC., a Florida corporation (the "surviving corporation"), and PRAGER ENTERPRISES, INC., a District of Columbia corporation (the "absorbed corporation").

Section One. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Two. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a. The surviving corporation has a capitalization of Ten Thousand (10,000) authorized shares of common stock with a par value of \$0.10 per share, of which One Thousand (1,000) shares are issued and outstanding. The absorbed corporation has a capitalization of Ten Thousand (10,000) authorized shares of common stock with a par value of \$1.00 per share, of which One Thousand (1,000) shares currently are issued and outstanding.

b. Upon the filing of the Articles of Merger, each share of the absorbed corporation shall be converted into One (1) share of the Ten Cent (\$0.10) par value common stock of the surviving corporation described above.

c. As of the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

d. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

Section Three. Changes in 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.

FAX AUDIT #H98-5708

FAX AUDIT #H98-5708

Section Four. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Five. Directors and Officers. On the effective date of the merger, the directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Six. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida and the District of Columbia to consummate this merger.

Section Seven. Approval. This Plan of Merger and Reorganization shall be submitted for the approval of the shareholders and directors of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida and the District of Columbia.

Section Eight. Abandonment of Plan. This Plan of Merger and Reorganization may be abandoned by action of the directors of either corporation at any time prior to the effective date.

Section Nine. Tax Consequences. It is intended that the proposed merger of the corporations as set forth herein shall constitute a tax-free reorganization for federal income tax purposes under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, or any regulations promulgated thereunder.

Section Ten. Effective Date of Merger. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State or the date when Articles of Merger are filed by the District of Columbia Department of Consumer and Regulatory Affairs, whichever is later.

Section Eleven. Further Action. The proper officers of each corporation will be authorized to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of this plan.

PRAGER ENTERPRISES, INC.

By: 

Roger H. Prager, President

PRAGER ENTERPRISES, INC.

By: 

Roger H. Prager, President