

P98000049647

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FILED
02 MAY 13 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 8, 2002

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

300005507103--6
-05/13/02--01093--011
*****70.00 *****70.00

Re: Merger of Joe Watson, Inc., an Ohio Corporation with Ohio Charter #538062
Into Joe Watson, Inc., a Florida Corporation
Federal ID #65-0842063

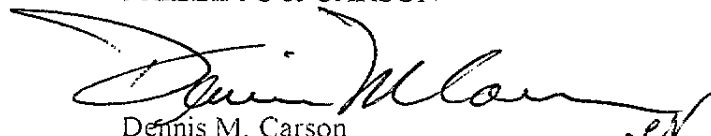
Joe Watson, Inc., an Ohio corporation, has elected to merge into Joe Watson, Inc. a Florida corporation. Proper documents have been filed with the State of Ohio to complete the merger.

With respect to the State of Florida, I am enclosing the final documents to finalize the merger with the Secretary of State of Florida:

- Executed original of the Articles of Merger, together with the Plan of Merger annexed thereto,
- Copy of the executed original the Articles of Merger, together with the Plan of Merger attached thereto;
- Our firm check in the amount of \$70.00 for the filing fee of \$35.00 for each of the merging and the surviving corporations;
- Copy of the Certificate of the State of Ohio acknowledging that the Secretary of State of Ohio has custody of the business records for Joe Watson, Inc. and that the Ohio corporation shows the filing and recording of the merger out of existence into Joe Watson, Inc., the Florida corporation.

If any additional documentation is required to complete the merger, please advise.

Very truly yours,
PHILLIPPS & CARSON



Dennis M. Carson

DMC/ch
enclosures
c. Joseph Burnett, CPA

merger
5/17/02
T. Lewis

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JOE WATSON, INC., an Ohio corporation not authorized to transact business in Florida.

INTO

JOE WATSON, INC., a Florida entity, P98000049647.

File date: May 13, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
JOE WATSON, INC., an Ohio corporation
AND
JOE WATSON, INC., a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging JOE WATSON, INC., an Ohio corporation, ("JWO") with and into JOE WATSON, INC., a Florida corporation, ("JWF").

2. The merger of JWO with and into JWF is permitted by the laws of the jurisdiction of organization of JWO and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of JWO was December 26, 2001.

3. The shareholders of JWF entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 26, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be January 31, 2002.

Executed on

Jaw.

JOE WATSON, INC., an Ohio corporation

By

Marjorie Watson

Marjorie Watson, President

JOE WATSON, INC., a Florida corporation

By

Marjorie Watson

Marjorie Watson, President

PLAN OF MERGER

PLAN OF MERGER adopted for JOE WATSON, INC., a business corporation organized under the laws of the State of Ohio, by resolution of its Board of Directors on December 26, 2001, and adopted for JOE WATSON, INC, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 26, 2001.

The names of the corporations planning to merge are JOE WATSON, INC., a business corporation organized under the laws of the State of Ohio (JWO), and JOE WATSON, INC., a business corporation organized under the laws of the State of Florida (JWF). The name of the surviving corporation into which JWO plans to merge is JOE WATSON, INC.

1. JWO and JWF, shall, pursuant to the provisions of the laws of the State of Ohio and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, JWF, which shall be the surviving corporation at 12:00 noon on January 31, 2002, the effective time and date of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of JWO, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first 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 merger be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share 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 merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Ohio and of the State of Florida, 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 proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.

JOE WATSON, INC., a Florida corporation

By: _____

JOE WATSON, INC., an Ohio corporation

By: _____