

P98000058556

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

STRICTLY ADDITIONS, INC.

Certificate of Status	1
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Page Count	04
Estimated Charge	\$78.75

Merger
REC 8-2

7/18/2002 4:29 PM

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOUGHT ONE, INC., a Florida corporation, document number P01000103541

INTO

STRICTLY ADDITIONS, INC., a Florida entity, P98000058556

File date: August 1, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 2002

STRICTLY ADDITIONS, INC.
511 SW 5TH AVE
FORT LAUDERDALE, FL 33315

SUBJECT: STRICTLY ADDITIONS, INC.
REF: P98000058555

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

PLEASE GIVE THE INFORMATION DEALING WITH THE ADOPTION FOR EACH CORPORATION. WHO ADOPTED THE MERGER AND WHEN WAS IT ADOPTED. *> See plan of Merger - Ninth Paragraph*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX And. #: H02000168679
Letter Number: 902A00045423



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 2002

STRICTLY ADDITIONS, INC.
511 SW 5TH AVE
FORT LAUDERDALE, FL 33315

SUBJECT: STRICTLY ADDITIONS, INC.
REF: P98000058556

*K - See me -
N.*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6680.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000168679
Letter Number: 702A00045518



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 19, 2002

STRICTLY ADDITIONS, INC.
511 SW 5TH AVE
FORT LAUDERDALE, FL 33315

SUBJECT: STRICTLY ADDITIONS, INC.
REF: P98000058556

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

THERE ARE ITEMS IN YOUR MERGER THAT DO NOT BELONG. 607.1108 AND 607.1109 DEAL WITH CROSS ENTITY MERGERS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX And. #: H02000168679
Letter Number: 202A00044362

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.0120 and 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ought One, Inc. 317 S. State Road 7 Plantation, Florida 33317	Florida	Corporation
Florida Document/Registration Number: P01000103541 FEI Number: 651146882		

Strictly Additions, Inc. 317 S. State Road 7 Plantation, Florida 33317	Florida	Corporation
Florida Document/Registration Number: P98000058556 FEI Number: 650845891		

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Strictly Additions, Inc. 317 S. State Road 7 Plantation, Florida 33317	Florida	Corporation
Florida Document/Registration Number: P98000058556 FEI Number: 650845891		

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1105, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service or process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or, members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each

domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes, as applicable.

SEVENTH: Shareholder approval was not required by either corporation to approve the Merger.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

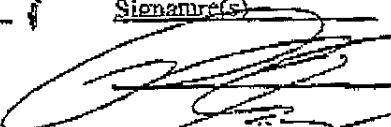
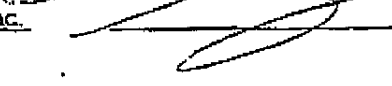
NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Ought One, Inc.		Patrick G. Morse
Strictly Additions, Inc.		Craig P. Morse

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1105 and all applicable Fl. Statutes, is being submitted in accordance therewith.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. Ought One, Inc.	Florida
2. Strictly Additions, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Strictly Additions, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

For each share of Common Stock of Strictly Additions, Inc., each shareholder of Ought One, Inc. will receive one share of the Common Stock of Strictly Additions, Inc.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shareholders of Ought One, Inc. shall exchange each of their shares of Common Stock thereof for one share of the Common Stock of Strictly Additions, Inc., with Strictly Additions, Inc. being the surviving entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

N/A


NINTH: The Plan of Merger was adopted by the Board of Directors of both entities as of even date herewith. Shareholder approval was not required by either corporation to this Merger.

WHEREAS, this Agreement and Plan of Merger is executed as of this 18th day of July, 2002.

Ought One, Inc.

Strictly Additions, Inc.

By: 
Name: Patrick G. Morse
Title: Vice President

By: 
Name: Craig P. Morse
Title: President