

Division of Corporations

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P98000061362

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

SONG & ASSOCIATES, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

JONES & SONG ARCHITECTS AND PLANNERS, INC., a Florida corporation,
M88164

INTO

SONG & ASSOCIATES, INC., a Florida corporation, P98000061362

File date: January 4, 1999

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
JONES & SONG ARCHITECTS AND PLANNERS, INC., A FLORIDA CORPORATION
WITH AND INTO
SONG & ASSOCIATES, INC., A FLORIDA CORPORATION

ARTICLES OF MERGER between Song & Associates, Inc., a Florida corporation ("Associates"), and Jones & Song Architects and Planners, Inc., a Florida corporation ("Architects").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Architects and Associates adopt and deliver for filing the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of January 2, 1999 between Architects and Associates was approved and adopted by the Boards of Directors and the holders of all of the issued and outstanding capital stock entitled to vote of Architects and Associates on January 2, 1999. Approval was by written consent by a sufficient number of votes as required in the manner prescribed by the FBCA.

2. Pursuant to the Plan of Merger, Associates will be the surviving corporation.

3. The Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference.

4. The effective date of the Merger shall be the date that the Articles of Merger are accepted for filing by the Florida Department of State.

Michael V. Mitrione
FL Bar #294551
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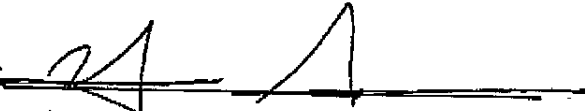
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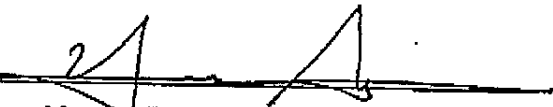
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IN WITNESS WHEREOF, the parties have set their hands this 2nd day of January,
1999.

Jones & Song Architects and Planners, Inc.,
a Florida corporation

By: 
Young-Sook P. Song, President

Song & Associates, Inc., a Florida corporation

By: 
Young-Sook P. Song, President

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EXHIBIT "A"**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, entered into as of the 2nd day of January, 1999, made by and between **Song & Associates, Inc.**, a Florida Corporation ("Associates"), (the "Surviving Corporation") and **Jones & Song Architects and Planners, Inc.**, a Florida corporation (the "Merging Corporation").

RECITALS:

The Boards of Directors of the Merging Corporation and the Surviving Corporation, respectively, deem it advisable and generally in the best interest of the two corporate parties and their respective shareholders that the Merging Corporation merge with and into the Surviving Corporation under and pursuant to the provisions of the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. **The Merger.** The Merging Corporation hereby merges into the Surviving Corporation pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the FBCA and the Surviving Corporation shall continue to be governed by the FBCA.
2. **Assumption of Assets.** All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed and all property of the Merging Corporation shall be the property of the Surviving Corporation.
3. **Assumption of Obligations.** All obligations of the Merging Corporation shall become obligations of the Surviving Corporation.
4. **Effective Date.** The merger shall become effective on the date that Articles of Merger are filed pursuant to the FBCA (the "Effective Date").
5. **Board of Directors Approvals.** The Boards of Directors of the Surviving Corporation and the Merging Corporation have approved this Agreement and Plan of Merger and the filing of the Articles of Merger and any other documents or certificates in any jurisdiction relating to the Merger, by resolutions dated January 2, 1999.
6. **Exchange of Stock.** Upon the Effective Date, each of the issued and outstanding shares of common stock of the Merging Corporation, and all rights in respect thereof shall be exchanged for an equal amount of common stock in the Surviving Corporation and the Surviving Corporation shall, as soon as practicable after the Effective Date, cause certificates representing such shares to be delivered to the holders of common stock of the Merging Corporation.
7. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the Merger.

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8. Bylaws. The Bylaws of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the Surviving Corporation without any modification or amendment in the merger.

9. Officers and Directors. The directors and officers of the Surviving Corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Corporation immediately prior to the Effective Date and shall remain the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified.

10. Required Actions. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action required or advisable under the laws of the State Florida to consummate and make effective the intent of this Agreement and Plan of Merger.

The parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be duly executed as of the date first above written.

JONES & SONG ARCHITECTS AND PLANNERS,
INC.,
a Florida corporation

By: 
Young-Sook P. Song, President

SONG & ASSOCIATES, INC.,
a Florida corporation

By: 
Young-Sook P. Song, President

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