

P99000086619

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November 3, 1999

Via Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/04/99--01080--002
*****70.00 *****70.00

Re: RKK Asset Management, Inc. ("RKK"), Articles and Plan of Merger

Dear Sir or Madam:

Enclosed on behalf of our above referenced client, please find two (2) copies of the Articles of Merger and Plan of Merger involving RKK (a Florida corporation) and Deal Partners, Inc. (a Texas corporation). One set of documents has been manually signed, the other is a copy of the same.

Additionally, a check in the amount of \$70.00 representing the filing fee (\$35.00 for each corporation) is also enclosed.

If you require any additional information, please contact me.

Very truly yours,

CROW & ASSOCIATES

David P. Cushing
David P. Cushing

DPC/dmk
Enclosures
cc: Ronald J. Deal

FILED
99 NOV -4 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merges

S. PAYNE . NOV 16 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DEAL PARTNERS, INC., a nonqualified Texas corp.

INTO

RKK ASSET MANAGEMENT, INC., a Florida entity, P99000086619.

File date: November 4, 1999

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------------------|---------------------|
| <u>RKK ASSET MANAGEMENT, INC.</u> | <u>FLORIDA</u> |

Second: The name and jurisdiction of each merging corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| <u>DEAL PARTNERS, INC.</u> | <u>TEXAS</u> |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on OCTOBER 26, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on OCTOBER 26, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

RKK ASSET MANAGEMENT

Ronald J Deal

RONALD J. DEAL, PRESIDENT

DEAL PARTNERS, INC.

Ronald J Deal

RONALD J. DEAL, PRESIDENT

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------------------|---------------------|
| <u>RKK ASSET MANAGEMENT, INC.</u> | <u>FLORIDA</u> |

Second: The name and jurisdiction of each merging corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------|---|
| <u>DEAL PARTNERS, INC.</u> | <u>TEXAS (NON-QUALIFIED IN FLORIDA)</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

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

DEAL PARTNERS, INC. SHALL BE WHOLLY MERGED INTO RKK ASSET MANAGEMENT, INC.

Fourth: 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:

RONALD J. DEAL IS THE SOLE SHAREHOLDER OF DEAL PARTNERS, INC. MR. DEAL WILL BE THE ONLY INITIAL SHAREHOLDER OF THE SURVIVING CORPORATION, RKK ASSET MANAGEMENT, INC.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: N/A