

# 551150

## **LASKY, BIGGE & RODRIGUEZ**

*Attorneys at Law*  
315 N.E. Third Avenue  
Suite 100  
Fort Lauderdale, FL 33301  
(954) 462-7979  
Fax: (954) 462-8411

*Susan D. Lasky, Esq.*  
*Robert J. Bigge, Jr., Esq.*  
*Raysa I. Rodriguez, Esq.*

March 30, 2000

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 33299

Via federal express

RE: The MTJ Group, Inc.

Dear Sir or Madam:

Enclosed please find the following original and two (2) copies of said documents for filing:

Corporate Action by the Sole Director and Shareholder of The MTJ Group, Inc.

Plan and Articles of Merger of The MTJ Group, Inc.

I have included check number 1468 in the amount of \$122.50 for the filing fee of \$35.00 x 2 for each merging and surviving corporation and \$52.50 for certified copy fees.

Very truly yours,

  
SUSAN D. LASKY

Enclosures.

SDL/bao

FILED  
00 MAR 31 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3000003102253--4  
03/31/00--01083--017  
\*\*\*122.50 \*\*\*\*\*78.75



S. PAYNE APR 12 2000

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

UNITED FLORIDA VENDING, INC., a FL corp., P96000023189

,

INTO

**THE MTJ, GROUP, INC.**, a Florida entity, S51150

File date: March 31, 2000

Corporate Specialist: Susan Payne

PLAN AND ARTICLES OF MERGER OF THE MTJ, GROUP, INC.

This Plan and Articles of Merger is adopted as of the 30th day of March 2000, by resolution of the Board of Directors of The MTJ, Group, Inc., a Florida corporation, approving the merger of United Florida Vending, Inc., a Florida corporation upon the terms set forth herein.

ARTICLE I  
EFFECTIVE DATE

The Merger shall become effective on the date the Articles of Merger are filed with the Department of State of the State of Florida in accordance with Florida Statute 607.1101 of the Florida Business Corporation Act ("ACT").

ARTICLE II  
SURVIVING CORPORATION

On the Effective Date, and in accordance with the provisions of this Plan and Articles of Merger and of the Act, United Florida Vending, Inc. shall be merged with and into The MTJ, Group, Inc. The MTJ, Group, Inc. shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation"), which will continue its corporate existence under the laws of the State of Florida and succeed to all rights, privileges, immunities, franchises, property, debts due, liabilities, and obligations of United Florida Vending, Inc. In accordance with the provisions of the Act. The name of the

FILED  
00 MAR 31 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Surviving Corporation shall continue to be "The MTJ, Group, Inc.," unless and until changed in accordance with the requirements of the Act.

ARTICLE III  
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation ("Articles") and Bylaws of The MTJ, Group, Inc. as in effect on the Effective Date, shall continue to be the Articles and Bylaws of the Surviving Corporation without change unless and until thereafter amended as provided therein or by law.

ARTICLE IV  
OFFICERS AND DIRECTORS

The officers of The MTJ, Group, Inc. on the Effective Date shall continue to be the officers of the Surviving Corporation, each to hold office until their successors have been duly appointed in accordance with the Articles and Bylaws of the Surviving Corporation. The persons who are Directors of The MTJ, Group, Inc. immediately prior to the Effective Date shall, after the Effective Date, be the Directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

ARTICLE V  
STATUS OF SECURITIES

The issued and outstanding common stock of The MTJ, Group, Inc consists of 100 shares, \$1.00 par value per share. Said shares are owned by Michael Helf. There is only one class of stock.

ARTICLE VI  
CONVERSION OF SECURITIES

On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, the shares of United Florida Vending, Inc. shall be surrendered to The MTJ, Group, Inc. in consideration for the transfer of assets of United Florida Vending, Inc. to The MTJ, Group, Inc. and its assumption of the liabilities and obligations of United Florida Vending, Inc.

ARTICLE VII

DATE OF ADOPTION BY BOARD OF DIRECTORS AND SHAREHOLDER

This Plan and Articles of Merger was approved and adopted by resolution of the Board of Directors and the unanimous vote of all Shareholders The MTJ, Group, Inc., and United Florida Vending, Inc. on the 30th day of March, 2000 under Section 607.1101 of the Act.

ARTICLE VIII  
NOTICE TO SHAREHOLDERS

Michael Helf, the holder of all outstanding shares of United Florida Vending, Inc. hereby waives any notice of this Merger

otherwise required under Section 607.1101 of the Act.

THE MTJ, GROUP, INC.

By: [Signature]  
Michael Helf President

UNITED FLORIDA VENDING, INC.

By: [Signature]  
Michael Helf President

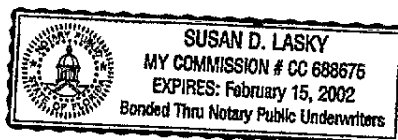
STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, on this day personally appeared Michael Helf, known to me to be the person whose name is subscribed to the foregoing Plan and Articles of Merger, and known to me to be the President of THE MTJ, GROUP, INC., a Florida corporation, and President of UNITED FLORIDA VENDING, INC., a Florida corporation who, having first been duly sworn, declared and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated, as the act and deed of UNITED FLORIDA VENDING, INC., and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of March, 2000.

[Signature]  
NOTARY PUBLIC

My commission expires:



CORPORATE ACTION BY THE SOLE DIRECTOR AND SHAREHOLDER  
OF THE MTJ, GROUP, INC.

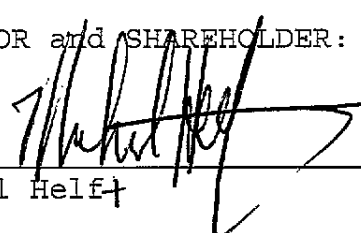
The undersigned, being the sole Director and Shareholder of The MTJ, Group, Inc., a Florida corporation, hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and hereby consent in writing to the adoption of the following resolution, taking said action in lieu of a meeting of the Board of Directors and Shareholders.

RESOLVED, that the Plan and Articles of Merger, to merge United Florida Vending, Inc., a Florida corporation, into The MTJ, Group, Inc. a copy of which is attached hereto and made a part hereof, is hereby in all respects approved and adopted.

IN WITNESS WHEREOF, the undersigned, being the sole Director and Shareholder, have hereunto set his hand and seal for the purposes herein expressed.

DATED as of the 30th day of March 2000.

DIRECTOR and SHAREHOLDER:

  
Michael Helft

FILED  
00 MAR 31 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
00 MAR 31 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA