

S59108



ACCOUNT NO. : 072100000032

REFERENCE : 123652 : 4352702

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : February 4, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 123652-005

300002764703--8

CUSTOMER NO: 4352702

CUSTOMER: Susan B. Hecker, Esq
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34236

ARTICLES OF MERGER

RJD CONSULTING, INC.

INTO

RJS, INC.

FILED
99 FEB -4 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: *JW*

99 FEB -4 AM 11:25

RECORDED

ARTICLES OF MERGER
Merger Sheet

MERGING:

R.J.D. CONSULTING, INC., a Florida corporation, H38737

INTO

RJS, INC., a Florida corporation, S59108

File date: February 4, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 78.75

State of Florida

ARTICLES OF MERGER

merging RJD Consulting, Inc., a Florida corporation
into RJS, Inc., a Florida corporation

FILED
99 FEB -4 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, RJD Consulting, Inc., a Florida corporation ("Consulting") and RJS, Inc., a Florida corporation ("RJS"), hereby execute the following Articles of Merger:

1. Consulting is a corporation organized and existing under the laws of the State of Florida.

2. The plan of merger is that on January 1, 1999 (the "Effective Date"), Consulting shall be merged with and into RJS, with RJS surviving such merger and assuming all of the assets, liabilities, and obligations of Consulting. All shares of common stock of Consulting issued and outstanding on the Effective Date shall be canceled, and each holder of Consulting common stock shall be issued one common share of RJS for each share of Consulting held by him or her at the time such shares are canceled.

3. The date on which the board of directors of Consulting adopted the plan of merger set forth in paragraph 2 above was January 1, 1999.

4. The date on which the shareholder of Consulting adopted the plan of merger set forth in Paragraph 2 above was January 1, 1999.

5. The date on which the shareholders of RJS adopted the plan of merger set forth in Paragraph 2 above was January 1, 1999.

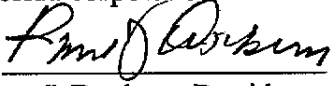
6. The date on which the board of directors of RJS adopted the plan of merger set forth in paragraph 2 above was January 1, 1999.

7. Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the board of directors of RJS at any time prior to the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

8. The merger shall be effective on January 1, 1999.

Executed as of this 1st day of January 1999.

RJS, Inc.,
a Florida corporation

By: 
Robert J. Dockery, President

RJD Consulting, Inc.,
a Florida corporation

By: 
Robert J. Dockery, President

SBH-344145.1

RESOLUTION BY CONSENT OF THE SHAREHOLDERS OF
RJD CONSULTING, INC.

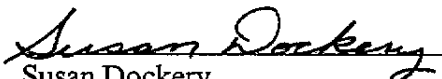
The undersigned, being all of the shareholders of RJD Consulting, Inc., a corporation organized under the laws of Florida, acting pursuant to Section 607.0704, Florida Statutes, consent to the adoption, effective as of January 1, 1999, of the following resolutions with the same effect as if duly adopted at a special meeting of the shareholder:

RESOLVED, that the attached plan of merger is approved.

FURTHER RESOLVED that pursuant to said plan of merger, RJD Consulting, Inc. be merged into RJS, Inc. effective the date shown in such plan of merger.



Robert J. Dockery



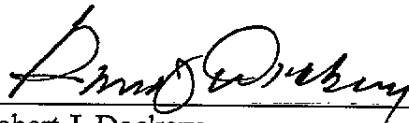
Susan Dockery

RESOLUTION BY CONSENT OF THE DIRECTORS OF
RJD CONSULTING, INC.

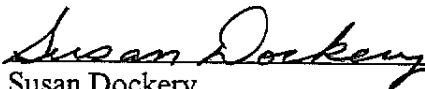
The undersigned, being all of the directors of RJD Consulting, Inc., a corporation organized under the laws of Florida, acting pursuant to Section 607.0821, Florida Statutes, consents to the adoption, effective January 1, 1999, of the following resolutions with the same effect as if duly adopted at a special meeting of the director:

RESOLVED, that the attached plan of merger of RJD Consulting, Inc. into RJS, Inc. is hereby adopted.

FURTHER RESOLVED, that said plan of merger be submitted to the corporation's shareholder with the recommendation that the plan of merger be approved.



Robert J. Dockery



Susan Dockery

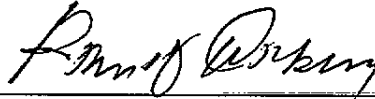
RESOLUTION BY CONSENT OF THE DIRECTORS OF

RJS, INC.

The undersigned, being all of the directors of RJS, Inc., a corporation organized under the laws of Florida, acting pursuant to Section 607.0821, Florida Statutes, consents to the adoption, effective January 1, 1999, of the following resolutions with the same effect as if duly adopted at a special meeting of the director:

RESOLVED, that the attached plan of merger of RJD Consulting, Inc. into RJS, Inc. is hereby adopted.

FURTHER RESOLVED, that said plan of merger be submitted to the corporation's shareholder with the recommendation that the plan of merger be approved.



Robert J. Dockery



Susan Dockery

RESOLUTION BY CONSENT OF THE SHAREHOLDER OF

RJS, INC.

The undersigned, being the sole shareholder of RJS, Inc., a corporation organized under the laws of Florida, acting pursuant to Section 607.0704, Florida Statutes, consents to the adoption, effective as of January 1, 1999, of the following resolutions with the same effect as if duly adopted at a special meeting of the shareholder:

RESOLVED, that the attached plan of merger is approved.

FURTHER RESOLVED that pursuant to said plan of merger, RJD Consulting, Inc. be merged into RJS, Inc. effective the date shown in such plan of merger.



Robert J. Dockery