

V46907
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**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

December 17, 2001

FEDERAL EXPRESS

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32314

FILED
02 JAN -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: J&J I, Inc., J&J II, Inc. & J&J III, Inc.

Dear Sir or Madam:

I am enclosing herewith the following Articles of Merger of J&J I, Inc., J&J II, Inc. & J&J III, Inc., with J&J I, Inc. as the survivor. Please note that we seek a **December 31, 2001 effective date** for the Articles of Merger.

A check is enclosed payable to the Florida Secretary of State for the following filing fees:

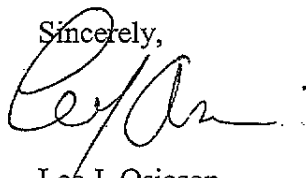
1 Filing fee	\$ 105.00
2 Certified copies	<u>17.50</u>
Total	\$ 122.50

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****122.50 ****122.50

If you should have any questions please call me at my direct line (305) 357-5774 or my cellular phone (305) 978-7980.

Merger
1-11-02
AOS

Sincerely,


Lee J. Osiason

LJO/jc

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

J&J II, INC., a Florida corporation, V46914

J&J III, INC., a Florida corporation, V46911

INTO

J&J I, INC., a Florida entity, V46907

File date: January 2, 2002

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER OF
J&J I, INC., J&J II, INC. AND J&J III, INC.**

FILED

02 JAN -2 PM 12:00

Pursuant to 607.1105 of the Florida Business Corporation Act ("Act") **J&J I, Inc., J&J II, Inc. and J&J III, Inc.**, all Florida corporations, adopt this Articles of Merger.

1. The Agreement and Plan of Merger dated December 17, 2001 ("Plan of Merger"), between **J&J I, Inc., J&J II, Inc. and J&J III, Inc.** was approved and adopted unanimously by the Board of Directors and Shareholders of **J&J I, Inc., J&J II, Inc. and J&J III, Inc.** on December 17, 2001.

2. Pursuant to 607.1103(7) approval of the Plan of Merger is not required by the shareholders of the corporations. All the issued and outstanding shares of stock of **J&J I, Inc., J&J II, Inc. and J&J III, Inc.** are commons shares with identical designations, preferences, limitations and relative rights, and are held by the same shareholders and in the same percentages.

3. Pursuant to the Plan of Merger all issued and outstanding shares of stock of **J&J II, Inc. and J&J III, Inc.** will be acquired by means of a merger into **J&J I, Inc.** with **J&J I, Inc.** as the surviving corporation.

4. The Plan of Merger is attached as Exhibit A and incorporated by reference herein.

5. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the later of December 31, 2001 or the date of filing of these Articles of Merger with the Secretary of State of Florida.

In witness whereof the parties have set their hands this 17th day of December, 2001.

J&J I, Inc.

By: 
JAMES J. GRIFFIN, PRESIDENT

J&J II, Inc.

By: 
JAMES J. GRIFFIN, PRESIDENT

J&J III, Inc.

By: 
JAMES J. GRIFFIN, PRESIDENT

Exhibit A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan" or "Plan of Merger") dated December 17, 2001 by and among **J&J I, INC., J&J II, INC. and J&J III, INC.** (referred to collectively as the "Corporations"), all Florida corporations. This Plan of Merger is being effected pursuant and in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

WHEREAS, J&J I, INC., J&J II, INC. and J&J III, INC. desires to merge, with **J&J I, INC.** as the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger; and

WHEREAS, James J. Griffin and James I. Griffin own 100% of outstanding Common Stock of each of the Corporations; and

WHEREAS, the Shareholders and Board of Directors the Corporations have determined that it is advisable that Corporations be merged, on the terms and conditions set forth, in accordance with §607.1103 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the later of December 31, 2001, or the date of filing of Articles of Merger with the Secretary of State of Florida.

2. On the Effective Date, **J&J I, INC., J&J II, INC. and J&J III, INC.** desire to merge, with **J&J I, INC.** as the surviving corporation. The separate existence of **J&J II, INC. and J&J III, INC.** shall cease at the Effective Date and the existence of **J&J I, INC.** shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the Board of Directors of the Corporations and all the Shareholders in accordance with §607.1103 of the Act. Pursuant to 607.1103(7) approval of the Plan of Merger is not required by the shareholders of the corporations because all the issued and outstanding shares of stock of **J&J I, Inc., J&J II, Inc. and J&J III, Inc.** are commons shares with identical designations, preferences, limitations and relative rights, are held by the same shareholders and in the same percentages, and the Articles of Incorporation of the Corporations do not differ nor will the Articles of Incorporation of the surviving corporation differ.

ARTICLE II EFFECTS OF THE MERGER

At the Effective Date, **J&J I, INC.** shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of **J&J II, Inc. and J&J III, Inc.,** and shall be responsible

and liable for all their liabilities and obligations, all as more particularly set forth in §607.1106 of the Act.

ARTICLE III CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of **J&J II, Inc.** and **J&J III, Inc.**'s Common Stock into shares of **J&J I, INC.** shall be as follows: Prior to the Effective Date of the Merger JAMES J. GRIFFIN and JAMES I. GRIFFIN each hold 50% of the common shares of **J&J I, Inc.** and **J&J II, Inc.** and **J&J III, INC.** As of the Effective Date of the Merger JAMES J. GRIFFIN and JAMES I. GRIFFIN will each hold 50% of the common shares of **J&J I, INC.** Accordingly, each share of **J&J II, Inc.** and **J&J III, INC.** Common Stock held by JAMES J. GRIFFIN and JAMES I. GRIFFIN shall, by virtue of the Merger and without any action on their part, be canceled simultaneously with the effectiveness of the Merger.

ARTICLE IV ASSIGNMENT

If at any time **J&J I, INC.** shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in **J&J I, INC.** the title to any property or rights of **J&J II, Inc.** and **J&J III, Inc.**, or to otherwise carry out the provisions of this Plan, the proper officers and directors of **J&J II, Inc.** and **J&J III, Inc.** as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in **J&J I, INC.**

ARTICLE V AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of all the Corporations by unanimous action may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VI TERMINATION

This Merger pursuant to this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of all the Corporations by unanimous action. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of the Corporations, or their Directors, officers, employees, agents, or shareholders.

In witness whereof the parties have set their hands this 17th day of December, 2001.

J&J I, INC.

By: 
JAMES J. GRIFFIN, PRESIDENT

J&J II, INC.

By: _____
JAMES J. GRIFFIN, PRESIDENT

J&J III, INC.

By: _____
JAMES J. GRIFFIN, PRESIDENT

JAMES J. GRIFFIN, Shareholder of
each of the Corporations

JAMES J. GRIFFIN, Shareholder of
each of the Corporations