

State of Florida



Department of State

1684

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 31, 1988, as shown by the records of this office.

The document number of the surviving corporation is P04043.

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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
4th day of May, 1988.



Jim Smith

Jim Smith
Secretary of State

CR2E022 (8-87)

LEITMAN, SIEGAL, PAYNE & CAMPBELL, P.C.

417 NORTH 20TH STREET
425 FIRST ALABAMA BANK

AGREEMENT AND ARTICLES OF MERGER

THIS AGREEMENT AND ARTICLES OF MERGER is adopted, approved, certified, executed and acknowledged this 4th day of January, 1988, by and between JM FAMILY ENTERPRISES, INC. ("JM"), a Delaware corporation whose principal office is at 100 N.W. 12th Avenue, Deerfield Beach, Florida 33443, and MORAN ENTERPRISES, INC. ("Moran"), a Florida corporation whose principal office is at 100 N.W. 12th Avenue, Deerfield Beach, Florida 33443, as follows:

WHEREAS, JM is the owner of all of the issued and outstanding shares of the capital stock of Moran, and the directors of JM and Moran believe that it is in the best interests of each corporation that Moran be merged with and into JM.

NOW, THEREFORE, in consideration of the mutual undertakings hereinafter set forth, JM and Moran hereby agree as follows:

(1) Moran shall be merged with and into JM by the transfer to JM of all the assets of Moran, subject to all of its liabilities and obligations, which liabilities and obligations JM shall assume, in complete cancellation of all the capital stock of Moran;

(2) The shares of Moran owned by JM shall be surrendered to Moran for cancellation in consideration of the transfer of the assets of Moran to JM and the assumption by JM of the liabilities and obligations of Moran. The capital stock of JM, the surviving corporation, shall be unaffected by the Merger.

(3) The name of the surviving corporation shall be JM Family Enterprises, Inc.;

(4) The Certificate of Incorporation and the Bylaws of JM shall not be changed by and shall survive this Merger.

(5) The names and post office addresses of the directors and officers of JM, the surviving corporation, who shall hold office until their successors are chosen or appointed according to the by-laws of the surviving corporation, are:

Directors:

John McNally	100 N.W. 12th Avenue Deerfield Beach, FL 33443
James M. Moran, Jr.	100 N.W. 12th Avenue Deerfield Beach, FL 33443
Janice M. Moran	100 N.W. 12th Avenue Deerfield Beach, FL 33443
James M. Moran	100 N.W. 12th Avenue Deerfield Beach, FL 33443
Arlene McNally	100 N.W. 12th Avenue Deerfield Beach, FL 33443
Patricia Moran	100 N.W. 12th Avenue Deerfield Beach, FL 33443

Officers:

President	John McNally 100 N.W. 12th Avenue Fort Lauderdale, FL 33443
Vice President	James M. Moran, Jr. 100 N.W. 12th Avenue Fort Lauderdale, FL 33443
Vice President	William Donchoe 100 N.W. 12th Avenue Fort Lauderdale, FL 33443
Vice President, Secretary/Treasurer	Lawrence S. Rich 100 N.W. 12th Avenue Fort Lauderdale, FL 33443

(6) Following the adoption of this Agreement and Articles by the directors and shareholders of JM and Moran, the merger, transfer of assets from Moran to JM, assumption of obligations and liabilities of Moran by JM, and cancellation of Moran capital stock shall all be effective forthwith upon the filing of this Agreement and Articles of Merger in the office of the Secretary of State of the State of Delaware. A certified copy of the filed Agreement and Articles of Merger shall be filed in the office of the Secretary of State of the State of Florida.

(7) An original, executed copy of this Agreement and Articles of Merger is on file with JM at its principal place of business and copies thereof will be furnished on request, without cost, to any stockholder, of any constituent corporation.

(8) There are 500 authorized shares of Moran.

(9) JM shall continue to be governed by the laws of Delaware.

MORAN ENTERPRISES, INC., a Florida corporation

By: John McALLY, President

ATTEST:

Lawrence S. Rich
LAWRENCE S. RICH, Secretary

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JM FAMILY ENTERPRISES, INC., a Delaware corporation

By: *John McRally*
JOHN MC RALLY, President

ATTEST:
Lawrence S. Rich
LAWRENCE S. RICH, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF BERNARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, JOHN MC RALLY and LAWRENCE S. RICH, to me known and known to me to be the persons described as the President and Secretary, respectively, of MORAN ENTERPRISES, INC., who signed the foregoing instrument as such persons, and acknowledged the execution thereof to be their free act and deed as such persons for the uses and purposes therein mentioned, and they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand, and official seal in the State and County last aforesaid this 5th day of January, 1988.

Mandy A. Judd (SEAL)
Notary Public
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Oct. 26, 1990
Notary Public Seal - State of Florida

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SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of MORAN ENTERPRISES, INC., a Florida corporation ("Corporation"), does hereby certify that the attached is a true and correct copy of resolutions adopted by the Board of Directors and shareholders of the Corporation, on January 4th, 1988 and filed with the minutes of the Corporation.

Dated this 4th day of January, 1988.

Lawrence S. Rich
LAWRENCE S. RICH, Secretary

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CORPORATE ACTION BY THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF MORAN ENTERPRISES, INC.

The undersigned, being the sole shareholder and all of the members and of the Board of Directors of Moran Enterprises, Inc., a Florida corporation ("Corporation"), do hereby unanimously consent to the following action in writing, in lieu of a special meeting:

RESOLVED, that, in the judgment of the shareholder and Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved pursuant to Section 332 of the Internal Revenue Code of the 1986, as amended ("Code"), all in accordance with the Plan of Liquidation attached hereto and made a part hereof as Exhibit A;

RESOLVED, that the shareholder and Board of Directors of the Corporation have determined to effectuate the liquidation and dissolution of the Corporation for state law purposes by merging the Corporation into its sole shareholder, JM Family Enterprises, Inc., a Delaware corporation, in accordance with Section 252, Delaware General Corporate Law pursuant to the Agreement and Articles of Merger and pursuant to the Agreement and Articles of Merger, photostatic copies of which are attached hereto and made a part hereof, which documents are hereby approved and authorized.

RESOLVED, that the actions provided for in the Resolutions providing for the merger of the Corporation be completed prior to March 31, 1988.

RESOLVED, that the proper officers of the Corporation shall prepare and file Form 966 and such other documents with the Internal Revenue Service as are necessary to effectuate the foregoing, including but not limited to, the statement required under Treasury Regulations Section 1.332-6(b); and

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper

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Corporation in accordance with the provisions of Code
Section 332, and to fully effectuate the purposes of the
foregoing Resolutions.

Dated this 4th day of January, 1988.

BOARD OF DIRECTORS:

James M. Moran
JAMES M. MORAN

James M. Moran
JAMES M. MORAN

John McHally
JOHN McHALLY

Patricia Moran
PATRICIA MORAN

SHAREHOLDER:

JM FAMILY ENTERPRISES, INC.

By: John McHally
JOHN McHALLY, President

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EXHIBIT A
PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the complete liquidation and dissolution of MORAN ENTERPRISES, INC., a Florida corporation ("Corporation"), through the Merger of the Corporation with and into its sole shareholder, JM FAMILY ENTERPRISES, INC., a Delaware corporation, which Merger shall, for federal income tax purposes, constitute the distribution of all the Corporation's assets to its sole shareholder in complete liquidation in accordance with Section 332 of the Internal Revenue Code of 1986, as amended ("Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan, and pursuant to the Agreement and Articles of Merger.

2. Approval. This Plan shall be considered adopted by the Corporation when approved by its Board of Directors, and upon the approval and adoption thereof by the sole shareholder of the Corporation.

3. Liquidation Period. The "Liquidation Period" shall mean the period beginning with the date of the shareholder's approval of this Plan, and ending December 31, 1988.

4. Abandonment. Notwithstanding the fact that the Plan has become effective, the Board of Directors of the Corporation may, in its discretion, without further action by the shareholder, abandon this Plan and direct that no further steps shall be taken to carry it into effect.

5. Filing. The officers of the Corporation shall file Treasury Department Form 966 with the appropriate officer of the Internal Revenue Service, and all required attachments thereto.

Upon the final distribution of all the assets of the Corporation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a federal income tax return and a state income tax return on behalf of the Corporation, and such other forms as are appropriate.

6. Authorization of Necessary Acts. The officers and directors of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code Section 332, and the Treasury Regulations issued thereunder. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

7. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Code Section 332. This Plan shall be deemed to authorize such action as, in the opinion of counsel of the Corporation, may be necessary to conform with the provisions of Code Section 332.

JOINT CORPORATE ACTION BY THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF JM FAMILY ENTERPRISES, INC.

The undersigned, being all of the shareholders
and all of the members of the Board of Directors
of JM Family Enterprises, Inc., a Delaware corporation
("Corporation"), do hereby unanimously consent to
the following action in writing, in lieu of a special
meeting:

RESOLVED, that the shareholders and Board
of Directors of the Corporation have
determined to merge Moran Enterprises,
Inc., a Florida corporation ("Moran")
into this Corporation, Moran's sole
shareholder;

RESOLVED, that the proper officers of
the Corporation be, and hereby are,
authorized and directed to execute and
file an Agreement of Merger in accordance
with Section 252, Delaware General Corporate
Law, by and between this Corporation and
Moran, a copy of which shall be attached
hereto and made a part hereof; and said
Agreement of Merger has been reviewed
and is hereby approved, ratified and
confirmed.

RESOLVED, that any prior acts of the
officers and Directors of this Corporation
taken by such officers and Directors on
behalf of this Corporation, which acts
have not been submitted to the Board of
Directors or to the shareholders for
approval, be, and they hereby are, ratified,
confirmed and approved.

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The action contained herein shall be effective as of this 4th day of January, 1988.

This document may be executed in counterparts, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

IN WITNESS WHEREOF, the undersigned, being all the Directors and all the shareholders of this Corporation, have hereunto set their hands and seals for the purposes herein expressed.

Dated as of January 4, 1988.

DIRECTORS:

James M. Moran
James M. Moran

James M. Moran
James M. Moran

John McNally
John McNally

James M. Moran, Jr.
James M. Moran, Jr.

Patricia Moran
Patricia Moran

Arlene McNally
Arlene McNally

SHAREHOLDERS:

James M. Moran, Jr.
James M. Moran, Jr.

James M. Moran, Sr.
James M. Moran, Sr.

Patricia Moran
Patricia Moran

John McNally
John McNally

Arlene McNally
Arlene McNally

John McNally as Trustee
John McNally as Trustee

for Moran Family
Trusts 8's A through H

STATE OF ALA. SHELLEY
I CERTIFY THIS
INSTRUMENT WAS FILED

88 MAY 23 PM 12: 54

RECORDING FEES
Recording Fee \$ 32.50
Index Fee 1.00
TOTAL \$ 33.50