

P00000104771

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Update
The Habachnick Group,
Inc.

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-12/29/00--01041--011
*****70.00 *****70.00

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
00 DEC 29 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-00

Q. COULLETTE DEC 29 2000

Signature _____

Requested by: *BO*

Name _____

Date *12/29/00*

Time *10:34*

Walk-In _____

Will Pick Up _____

RECEIVED
00 DEC 29 AM 11:14
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

TERRI KABACHNICK & COMPANY, INC., a Connecticut corporation not qualified

INTO

THE KABACHNICK GROUP, INC., a Florida entity, P00000104771.

File date: December 29, 2000 , effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER OF
TERRI KABACHNICK & COMPANY, INC., INTO
THE KABACHNICK GROUP, INC.**

FILED
00 DEC 29 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1103, 607.1105 and 607.1107, Florida Statutes (1999), the above-referenced Corporation hereby files these Articles of Merger and states:

Article I

The Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and is incorporated herein by reference.

Article II

The names of the corporation subject to this merger are The Kabachnick Group, Inc., a Florida corporation, (the "Surviving Corporation") and Terri Kabachnick & Company, Inc., a Connecticut corporation, (the "Merging Corporation").

Article III

The effective date of the merger shall be December 31, 2000.

EFFECTIVE DATE
12-31-00

Article IV

Shareholder and Director approval was required and obtained by both the Surviving Corporation and the Merging Corporation. The merger was unanimously approved, confirmed and ratified by the Directors and Shareholders of each Corporation.

Article V

The date that the merger was adopted by the Shareholders and Directors of the Surviving Corporation was December 22, 2000. The date of the merger was adopted by the Shareholders and Directors of the Merging Corporation was December 22, 2000.

In witness whereof the parties hereto set their seal as of the date below written.

THE KABACHNICK GROUP, INC., a
Florida corporation

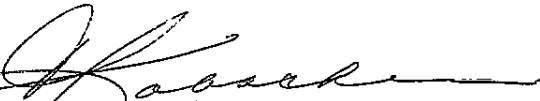
Dated 12/22, 2000

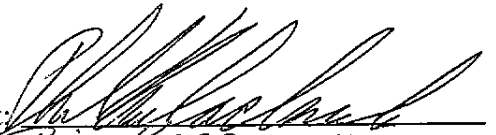
BY: 
TERRI KABACHNICK, President

Attest: 
PHILIP KABACHNICK, Secretary

TERRI KABACHNICK & COMPANY, INC.,
a Connecticut corporation

Dated 12/22, 2000

BY: 
TERRI KABACHNICK, President

Attest: 
PHILIP KABACHNICK, Secretary

**PLAN OF MERGER BETWEEN TERRI KABACHNICK & COMPANY, INC.
(THE "MERGING CORPORATION") AND THE KABACHNICK GROUP, INC.
(THE "SURVIVING CORPORATION")**

Pursuant to the provisions of Sections 607.1101, 607.1103, 607.1105, and 607.1107 Florida Statutes (1999), the above-referenced Corporations by and through their Shareholders and Directors do unanimously adopt, ratify and confirm this Plan of Merger (the "Plan") between the two Corporations and states:

Article I

The names of the Corporations subject to this merger are TERRI KABACHNICK & COMPANY, INC., a Connecticut corporation, and THE KABACHNICK GROUP, INC., a Florida corporation.

Article II

TERRI KABACHNICK & COMPANY, INC., shall be the "Merging Corporation" and THE KABACHNICK GROUP, INC., shall be the "Surviving Corporation".

Article III

The merger shall have an effective date of December 31, 2000. All of the stock of TERRI KABACHNICK & COMPANY, INC., shall be tendered to the Surviving Corporation and shares in the Surviving Corporation shall be issued to the previous Shareholders of the Merging Corporation as follows:



a) The manner and basis of converting shares shall be that the holders of shares of the Merging Corporation, for each one (1) share of stock in the Merging Corporation held on the effective date of this Plan of Merger, that Shareholder shall receive one (1) share of stock in the Surviving Corporation.

Article IV

The name of the Surviving Corporation shall be THE KABACHNICK GROUP, INC.

Article V

The address of the principal place of business of the Surviving Corporation shall remain at 10810 - 72nd Street, Suite 207, Largo, Florida 33777. The registered agent shall be Patrick M. O'Connor, O'Connor & Associates, 2240 Belleair Road, Suite 160, Clearwater, Florida 33764.

Article VI

It is the intent of the Merging Corporation and the Surviving Corporation that this Plan of merger and the ancillary documents hereunder qualify under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended and the regulations thereunder, as a corporate reorganization thereunder.

The above Plan of Merger has been unanimously adopted by the Shareholders and Directors of both the Surviving Corporation and the Merging Corporation on December 22, 2000.

THE KABACHNICK GROUP, INC.
a Florida corporation,

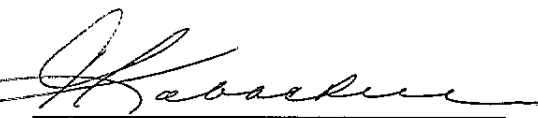
Dated December 22, 2000

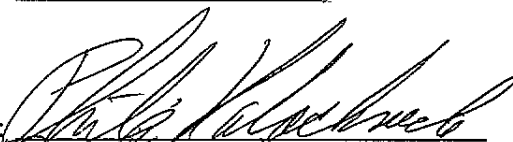
By: 
TERRI KABACHNICK, as President

Attest: 
PHILIP KABACHNICK, as Secretary

TERRI KABACHNICK & COMPANY, INC.
a Connecticut corporation,

Dated December 22, 2000

By: 
TERRI KABACHNICK, as President

Attest: 
PHILIP KABACHNICK, as Secretary