



**THE UNITED STATES
CORPORATION
COMPANY**

493814

97 OCT 28 PM 2:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 580271 83487A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 28, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 580271-015

CUSTOMER NO: 83487A

CUSTOMER: Nelson C. Keshen, Esq
Nelson C. Keshen, P.a.
Suite 1511
9130 South Dadeland Boulevard
Miami, FL 33156

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-11/10/97--01076--015
*****8.75 *****8.75

300002342773--2
-11/10/97--01076--014
*****113.75 *****70.00
11375

ARTICLES OF MERGER

M & J FASHIONS, INC.

INTO

JENNELLE, INC.

C. TAX 70
P. AUGMENT 52.50
C. FEE 122.50
TOTAL
N. FEE
BALANCE DUE
REFUND

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar
EXAMINER'S INITIALS:

Name	10/29/97
Document	1004
Updater	1004
Underwriter	1004
Verifier	1004
Acknowledgement	1004
W.P. Verifier	1004

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97 OCT 28 PM 12:15
DIVISION OF CORPORATION

493814

ARTICLES OF MERGER
Merger Sheet

MERGING:

M. & J. FASHIONS, INC., a Florida corporation 500279

INTO

JENNELLE, INC., a Florida corporation, 493814

File date: October 28, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

JENNELLE, INC., a Florida corporation, ("Jennelle"), and M. & J. FASHIONS, INC., a Florida corporation, ("Fashions"), and the corporations together are referred to as the "Constituent Corporations" hereby cause these Articles of Merger to be filed.

RECITALS

- A. Each of the Corporations is a Florida corporation.
- B. M. & J. FASHIONS, INC. is a wholly owned subsidiary of JENNELLE, INC.

ARTICLE ONEPLAN OF MERGER1. The Merger

At the effective time of the merger, the separate existence of Fashions shall cease and Fashions shall be merged into Jennelle which shall continue its existence and the corporation surviving the merger (the "Surviving Corporation"). Consummation of this Agreement shall be effected by the filing thereof with the Secretary of State of Florida. The effective date of this merger shall be October 28, 1997.

2. Governing Laws

The laws that are to govern the Surviving Corporation are the laws of the State of Florida.

3. Articles of Incorporation and Bylaws

The Articles of Incorporation of JENNELLE, INC. at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until changed as provided by law.

The Bylaws of JENNELLE, INC. at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until altered or amended.

4. Directors and Officers

The Directors and Officers of Jennelle, Inc. at the effective time of the merger shall become and continue to be the directors and officers of the Surviving Corporation until their successors are chosen and assume office.

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5. Annual Meeting of Stockholders

The first annual meeting of stockholders of the Surviving Corporation after the effective time of the merger shall be the next annual meeting provided by the Bylaws of the Surviving Corporation.

6. Terms of Conversion of Shares And Cancellation of Fashion's Shares

As Fashions is a wholly owned subsidiary of Jennelle, the stock of Fashions on the effective date of the merger shall be retired and cancelled and no shares of Jennelle will be issued with respect thereto.

7. Rights and Liabilities of the Constituent Corporations

At the effective time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers, and franchises both of a public and private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all rights, privileges, powers, and franchises of each of the Constituent Corporations and all property, real personal, and mixed, and all debts and obligations due to either of said Constituent Corporations on whatever account and for whatever reason shall be belong to and vest in the Surviving Corporation; and all property, rights, privileges, powers, franchises, and interests shall be thereafter effectually the property of the Surviving Corporation as they were of the individual Constituent Corporation to which they formerly belongs, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason the merger; provided, however, that all enforceable rights of creditors and all enforceable liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all enforceable debts, liabilities and duties of said Constituent Corporations respectively shall thenceforth attach to the Surviving Corporations, and may be enforced against it to the same extent as if said debts, liabilities, and duties has been incurred or contracted by the Surviving Corporation.

8. Service of Process

The Surviving Corporation agrees that it may be served with process in the State of Florida for enforcement of any obligations of Fashion. The Resident Agent of Jennelle, Inc. at the effective time of the merger shall be the resident agent of the Surviving Corporation until a successor is appointed and accepts to serve.

9. Signatures

This Agreement shall be signed by the president of each of the Constituent Corporations.

10. Further Assurances

Each Constituent Corporation agrees that from time to time, as when requested by the Surviving Corporation or by its successors or assigns, it will executed and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporations may deem necessary or desirable, in order to more fully to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights,

privileges, powers, and franchises and otherwise to carry out the interest and purposes of this Agreement.

ARTICLE TWO

SHAREHOLDER APPROVAL NOT REQUIRED

As this is an upstream merger of a wholly owned subsidiary into its parent, no shareholder approval is required pursuant to Chapter 607.1004 (1)(a), Florida Statutes

ARTICLE THREE

BOARD OF DIRECTORS'S APPROVAL

On October 27, 1997, the respective Boards of Directors of each of the Constituent Corporations agreed to the upstream merger of Fashions into Jennelle in accordance with the applicable laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has executed these Articles of Merger this 27th day of October, 1997.

Witnesses:

Emmanuel Kabot
Alan Solis

JENNELLE, INC.

By: Paul Dubin

Paul Dubin, President

(Corporate Seal)



ATTEST:

Rita Shifrin
Rita Shifrin, Assistant Secretary

Witnesses:

Emmanuel Kabot
Alan Solis

M & J FASHIONS, INC.

By: Paul Dubin

Paul Dubin, President

(Corporate Seal)



ATTEST:

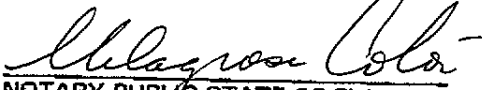

 Rita Shifrin, Assistant Secretary

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared PAUL DUBIN as President of JENNELLE INC., a Florida corporation, and acknowledged that he executed the above and foregoing Articles of Merger for and on behalf of said Corporation after having been duly authorized to do so.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of October, 1997.


 NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared PAUL DUBIN as President of M. & J. FASHIONS, INC., a Florida corporation, and acknowledged that he executed the above and foregoing Articles of Merger for and on behalf of said Corporation after having been duly authorized to do so.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of October, 1997.


 NOTARY PUBLIC STATE OF FLORIDA



MILAGROSA COLON
 My Commission CC450760
 Expires Feb. 02 1998
 Bonded by ANE
 800-852-6872



MILAGROSA COLON
 My Commission CC450760
 Expires Feb. 02 1998
 Bonded by ANE
 800-852-6872