

F 95000000187

SHORENSTEIN & LEWIS

WILLIAM S. SHORENSTEIN (DEC'D. 1991)  
MARVIN W. LEWIS  
RICHARD C. LEWIS

799 BRICKELL PLAZA, SUITE 702  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 374-1131  
FAX (305) 374-6024  
EMAIL: LEWISLAW@BELLSOUTH.NET

OF COUNSEL  
KENNETH A. LEWIS\*  
STOCKHOLMS ADVOKATBYRA  
BOX 22 507  
S-10422, STOCKHOLM, SWEDEN  
TEL: 011-46-8-650-2850  
FAX: 011-46-8-650-1625  
\*NOT ADMITTED IN FLORIDA

December 21, 1998

Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, FL 32399

300002719973--3  
-12/22/98-01102--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Midsun Holding, Inc.

Gentlemen:


Please be advised that I represent Midsun Holding, Inc., a Florida corporation, Midcoast Holdings, Inc., a Delaware corporation, and Midcoast Credit Corp., a New York corporation. Said corporations have decided to merge with the New York corporation to be the surviving corporation, using its name, Midcoast Credit Corp.

Under the terms of the merger, the effective date must be December 31, 1998.

Enclosed please find the original and one copy of Articles of Merger merging the Florida and Delaware corporations into the New York corporation and my check in the amount of \$122.50. Please file the Articles of Merger and return one certified copy to me.

If there is any problem with this filing, please call me collect at the number shown above.

Very truly yours,



RICHARD C. LEWIS

EFFECTIVE DATE

12-31-98

RCL/g  
Enclosures  
Federal Express

FILED  
98 DEC 22 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
HAT 1-11-99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MIDSUN HOLDING, INC., a Florida corporation (Document #P96000041889)

MIDCOAST HOLDINGS, INC., a Delaware corporation (not qualified to transact  
business in Florida)

INTO

**MIDCOAST CREDIT CORP.**, a New York corporation, F95000000187

File date: December 22, 1998, effective December 31, 1998

Corporate Specialist: Louise Flemming-Jackson

# EFFECTIVE DATE

12-31-98

*original  
signature pays*

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109, Florida Statutes.

First: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MIDSUN HOLDING, INC. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	Florida	corporation  FEI Number 65-0664477
MIDCOAST HOLDINGS, INC. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	Delaware	corporation  FEI Number 04-3142023
MIDCOAST CREDIT CORP. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	New York	corporation  FEI Number 11-1870337

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 22 PM 3:07

FILED

Second: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MIDCOAST CREDIT CORP. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	New York	corporation  FEI Number 11-1870337

Third: The attached Plan of Merger meets the requirements of section 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

Fourth: If applicable, the attached Plan of Merger was approved by the other corporations that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

Fifth: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

Sixth: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under sections 607.1302, 620.205, and/or 608.4384, Florida Statutes.

Seventh: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to sections 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

Eighth: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulation or the articles of organization of any limited liability company that is a party to the merger.

Ninth: The merger shall become effective as of December 31, 1998.

Tenth: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

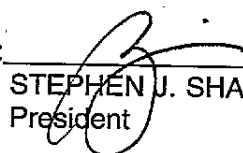
IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 18th day of December, 1998.

MIDCOAST CREDIT CORP.

Attest:

  
OLGA E. PARRA, Secretary

By:

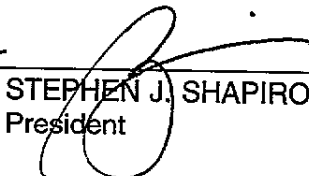
  
STEPHEN J. SHAPIRO, Executive Vice-  
President

MIDCOAST HOLDINGS, INC.

Attest:


  
OLGA E. PARRA, Secretary

By:

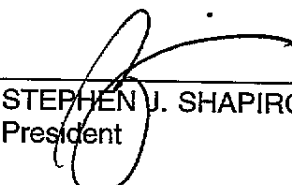
  
STEPHEN J. SHAPIRO, Executive Vice-  
President

MIDSUN HOLDING, INC.

Attest:

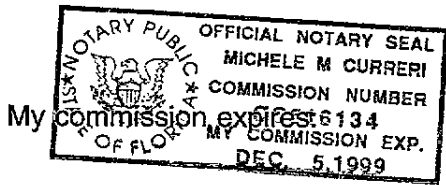
  
JAMES M. ROGERS, Secretary

By:

  
STEPHEN J. SHAPIRO, Executive Vice-  
President

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

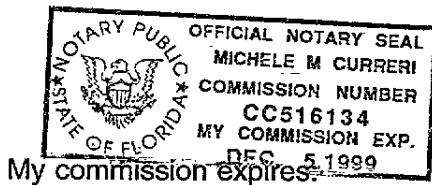
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 1998, by STEPHEN J. SHAPIRO and OLGA E. PARRA, as Executive Vice-President and Secretary, respectively, of MIDCOAST CREDIT CORP., a New York corporation, on behalf of the corporation. They are personally known to me ~~or have produced~~ \_\_\_\_\_ as identification and did take an oath.



Michele M. Curreri  
Notary Public, State of Florida.

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

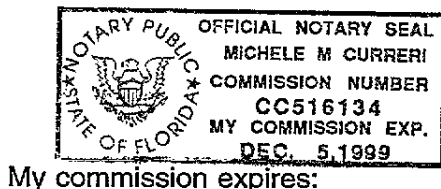
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 1998, by STEPHEN J. SHAPIRO and OLGA E. PARRA, as Executive Vice-President and Secretary, respectively, of MIDCOAST HOLDINGS, INC., a Delaware corporation, on behalf of the corporation. He and she are personally known to me ~~or has produced~~ \_\_\_\_\_ as identification and did take an oath.



Michele M. Curreri  
Notary Public, State of Florida.

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 1998, by STEPHEN J. SHAPIRO and JAMES M. ROGERS, as Executive Vice-President and Secretary, respectively, of MIDSUN HOLDING, INC., a Florida corporation, on behalf of the corporation. They are personally known to me ~~or have produced~~ \_\_\_\_\_ as identification and did take an oath.



Michele M. Curreri  
Notary Public, State of Florida.

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with sections 607.1108, 608.438, and/or 620.201, Florida Statutes.

First: The exact name and jurisdiction of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MIDSUN HOLDING, INC. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	Florida	corporation  FEI Number 65-0664477
MIDCOAST HOLDINGS, INC. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	Delaware	corporation  FEI Number 04-3142023
MIDCOAST CREDIT CORP. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	New York	corporation  FEI Number 11-1870337

Second: The exact name and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MIDCOAST CREDIT CORP. 1926 10th Avenue North 4th Floor Lake Worth, FL 33461	New York	corporation  FEI Number 11-1870337

Third: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 31, 1998.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving

corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper offices and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

Fourth:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Immediately upon the effective date of the merger, each share of stock of MIDCOAST HOLDINGS, INC. outstanding, shall automatically become and be converted into common stock of the Surviving Corporation, at the rate of 1/3000 share of the common stock of the Surviving Corporation for each one share of the common stock of MIDCOAST HOLDINGS, INC.; and each outstanding certificate representing shares of common stock of MIDCOAST HOLDINGS, INC. shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares of common stock of MIDCOAST HOLDINGS, INC. shall have been so converted. No fractional shares will be issued.

Immediately upon the effective date of the merger, each share of stock of MIDSUN HOLDING, INC. outstanding, shall automatically become and be converted into common stock of the Surviving Corporation at the rate of 1/30 shares of the common stock of the Surviving Corporation for each one share of the stock of MIDSUN HOLDING, INC.; and each outstanding certificate representing shares of stock of MIDSUN HOLDING, INC. shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares of common stock of MIDSUN HOLDING, INC. shall have been so converted. No fractional shares will be issued.

Immediately upon the effective date of the merger, each share of stock of MIDCOAST CREDIT CORP. outstanding, shall automatically become and be converted into common stock of the Surviving Corporation at the rate of 1/10 share of the common stock of the Surviving Corporation for each one share of the stock of MIDCOAST CREDIT CORP.; and each outstanding certificate representing shares of stock of MIDCOAST CREDIT CORP. shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares of common stock of MIDCOAST CREDIT CORP. shall have been so converted. No fractional shares will be issued.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

There are no outstanding rights to acquire any of the securities of the parties to this merger.

Fifth: If a partnership or limited partnership is the surviving entity, the names and addresses of the general partners are as follows:

**NOT APPLICABLE**

Sixth: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names and addresses of the managers are as follows:

**NOT APPLICABLE**

Seventh: All statements that are required by the laws of the jurisdictions under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

After the merger is effective, all of the corporate attributes, officers, directors, and identity of MIDCOAST CREDIT CORP., the surviving corporation, shall remain the same as they were before the merger, except for the change of its stockholders, and the separate corporate identities of MIDSUN HOLDING, INC. and MIDCOAST HOLDINGS, INC. shall no longer exist, with all of their assets and liabilities becoming a part of MIDCOAST CREDIT CORP.

Eighth: Other provisions, if any, relating to the merger:

This Plan of Merger was approved by the Board of Directors and the shareholders of each corporation on December 7, 1998.