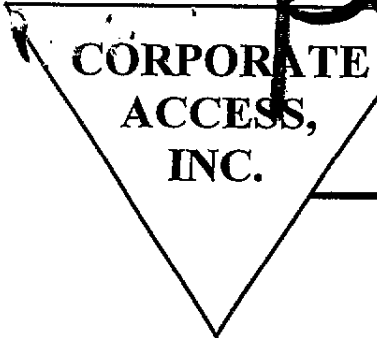


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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ FILING _____

1.) M & M International Realty, Inc Merger
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

M&M INTERNATIONAL REALTY, INC., a Florida corporation P94000004162
,

INTO

SONIC SYSTEMS CORPORATION. a Delaware corporation not qualified in
Florida

File date: December 3, 1998

Corporate Specialist: Annette Ramsey

FILED
98 DEC -3 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

M & M INTERNATIONAL REALTY, INC.
(a Florida corporation)

into

SONIC SYSTEMS CORPORATION
(a Delaware corporation)

The following Articles of Merger are being submitted in accordance with Chapter 607, Florida Statutes.

FIRST: Parties to Merger. The name, principal office address, jurisdiction, and entity type for each party to the merger are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
M&M International Realty, Inc. One Biscayne Tower, Suite 3599 Miami, Florida 33131	Florida	Corporation
Sonic Systems Corporation 9 East Lockerman Street Dover, Delaware 19901	Delaware	Corporation

SECOND: Surviving Entity. The name, principal office address, jurisdiction and entity type of the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sonic Systems Corporation 9 East Lockerman Street Dover, Delaware 19901	Delaware	Corporation

THIRD: Plan of Merger. Attached hereto as Exhibit A is the Plan of Merger, which was approved by each party to the merger in accordance with the applicable laws of the states of Florida and Delaware. The Plan of Merger was duly adopted by the Directors of M & M International Realty, Inc. on October 27, 1998, and was approved by the shareholders of M & M International Realty, Inc. on November 30th, 1998 by written consent in accordance with Section 607.0704 of Florida Statutes. The Plan of Merger was duly adopted and approved by the Board of Directors of Sonic Systems Corporation on October 27, 1998, in accordance with Delaware law. Approval

of the Plan of Merger by the shareholders of Sonic Systems Corporation was not required.

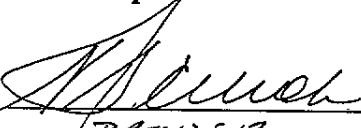
FOURTH: Effective Date of Merger. The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Appointment of Secretary of State. Sonic Systems Corporation, as the surviving entity, hereby appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of any dissenting shareholders of each corporation that is a party to the merger.

SIXTH: Payment to Dissenting Shareholders. Sonic Systems Corporation, as the surviving entity, has agreed to promptly pay to the dissenting shareholders of each corporation that is a party to the merger, the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

IN WITNESS WHEREOF, each corporation that is a party to the merger has caused these Articles of Merger to be executed by an authorized officer of the corporation on the 30th day of November, 1998.

M&M INTERNATIONAL REALTY, INC.
a Florida corporation

By: 
Its: PRESIDENT
N.S. Elliot

SONIC SYSTEMS CORPORATION
a Delaware corporation

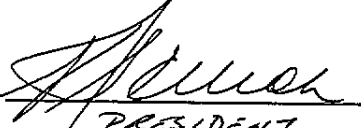
By: 
Its: PRESIDENT
N.S. Elliot

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and entered into this 27th day of October, 1998 by and between M & M INTERNATIONAL REALTY, INC. a Florida corporation ("M & M" or the "Merging Corporation"), and SONIC SYSTEMS CORPORATION, a Delaware corporation ("Sonic Systems" or the "Surviving Corporation").

RECITALS

- A. M & M is a corporation organized and existing under the laws of the State of Florida. The authorized capital stock of M & M consists of 25,000,000 shares of common stock having a par value of \$.001 per share, of which 1,000,000 shares are duly issued and outstanding on the date hereof.
- B. Sonic Systems is a corporation organized and existing under the laws of the State of Delaware. The authorized capital stock of Sonic Systems consists of 100,000,000 shares of common stock having a par value of \$.001 per share, none of which shares have been issued or are outstanding on the date hereof.
- C. The Boards of Directors of M & M and Sonic Systems, respectively, recommend and deem it advisable for M & M to merge with and into Sonic Systems, pursuant to which each share of common stock of the Merging Corporation will be converted into an equal number of newly issues shares of common stock of the Surviving Corporation.

AGREEMENT

In consideration of the foregoing recitals and the mutual covenants and agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

- 1. Names of Constituent Corporations.** M & M will merge with and into Sonic Systems. Sonic Systems will be the Surviving Corporation.
- 2. Effective Date of Merger.** The effective date of the merger (the "Effective Date") shall be the date upon which all of the following events shall have occurred: (a) the shareholders of M & M owning at least a majority of the issued and outstanding shares entitled to vote thereon approve the Plan of Merger; (b) Articles of Merger are filed with the Department of State of the State of Florida; and (c) a Certificate of Merger is filed with the Delaware Secretary of State.
- 3. Terms and Conditions of Merger.** Upon the Effective Date of the merger: (a) the separate corporate existence of M & M shall cease; (b) title to all real estate and all other property owned by M & M or Sonic Systems shall be vested in Sonic Systems without reversion or impairment; and (c) the Surviving Corporation shall have all liabilities of M & M and Sonic Systems. Any proceeding pending by or against M & M or Sonic Systems may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for M & M.
- 4. Governing Law.** The laws of the State of Delaware shall govern the Surviving Corporation.

5. **Name.** The name of the Surviving Corporation shall be Sonic Systems Corporation.
6. **Registered Office and Agent.** The address of the registered office of the Surviving Corporation shall be 9 East Lockerman Street, Dover, DE. 19901, and the registered agent of the Surviving Corporation shall be National Registered Agents, Inc.
7. **Accounting.** The assets and liabilities of M & M and Sonic Systems (collectively the "Constituent Corporations") as of the Effective Date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.
8. **Articles of Incorporation.** The Articles of Incorporation of Sonic Systems as amended and restated as of the Effective Date of the merger shall constitute the Articles of Incorporation of the Surviving Corporation.
9. **Bylaws.** The Bylaws of Sonic Systems as of the Effective Date of the merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.
10. **Officers and Directors.** On the Effective Date of the merger, the officers and directors of M & M shall resign, and the officers and directors of Sonic Systems in office as of the Effective Date shall become the officers and directors of the Surviving Corporation, and shall hold such offices until their respective successors are duly elected and qualified.
11. **Manner and Basis of Converting Shares.** As of the Effective Date of the merger:
 - (a) Each issued and outstanding share of common stock of the Merging Corporation shall be deemed automatically converted into one newly issued share of common stock of the Surviving Corporation;
 - (b) Any shares of stock of M & M in the treasury of M & M on the Effective Date shall be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued in respect thereof; and
 - (c) On or after the Effective Date of the merger, holders of certificates of common stock in M & M shall surrender them to the Surviving Corporation, or its appointed agent, in such manner as the Surviving Corporation legally shall require. Upon receipt of such certificate, the Surviving Corporation shall issue in exchange therefor a certificate for shares of common stock in the Surviving Corporation representing the number of shares of stock to which such holder shall be entitled as set forth above. On and after the Effective Date, certificates of common stock in M & M shall be deemed certificates of common stock in the Surviving Corporation whether or not surrendered by the holders thereof.
12. **Shareholder Approval.** This Plan of Merger shall be submitted to the shareholders of M & M for their approval in the manner provided under Section 607.1103 of Florida Statutes. After approval by a vote of the holders of a majority of the shares entitled to vote thereon, Articles of Merger shall be filed with the Department of State of the State of Florida, and a Certificate of Merger shall be filed with the Delaware Secretary of State.
13. **Rights of Dissenting Shareholders.** Any shareholder of M & M who has the right to dissent from this merger as provided in F.S. 607.1301 and F.S. 607.1302, and who so dissents in accordance with the requirements of F.S. 607.1320 (the "Dissenting Shareholder(s)"), shall be entitled, upon surrender of the certificate or certificates representing said shareholder's shares, to

receive payment of the fair value of such shareholder's shares as provided pursuant to F.S. 607.1320. Any issued and outstanding shares of the common capital stock of M & M held by such Dissenting Shareholder(s) shall not be converted as described in Paragraph 11 above; provided, however, that each share of the common capital stock of M & M outstanding at the Effective Date of the merger and held by a Dissenting Shareholder who shall, after the Effective Date, withdraw his or her demand for payment or lose his or her right to demand payment as provided under Florida law, shall be deemed to be converted, as of the Effective Date of the merger, into one share of common stock of the Surviving Corporation.

14. Termination of Merger. Notwithstanding approval of this Plan of Merger by the shareholders of either or both of the Constituent Corporations, this Plan of Merger may be abandoned or terminated for any reason at any time prior to the filing of Articles of Merger with the Department of State of the State of Florida and the filing of a Certificate of Merger with the Delaware Secretary of State, by a vote of a majority of the Board of Directors of both M & M and Sonic Systems. If the merger is terminated, there shall be no liability on the part of either Constituent Corporation, their respective Boards of Directors, or shareholders.


15. Implementation. Each of the Constituent Corporations shall take, or cause to be taken, all action or cause to be done all things necessary, proper or advisable under the laws of the States of Florida and Delaware to consummate and make effective this Plan of Merger.

16. Amendment. This Plan of Merger may, to the extent permitted by law, be amended or supplemented at any time prior to the filing of Articles of Merger with the Department of State of the State of Florida and the filing of a Certificate of Merger with the Delaware Secretary of State, by a vote of a majority of the Boards of Directors of both of the Constituent Corporations; provided, however, that any amendment to this Plan of Merger made subsequent to the adoption of this Plan of Merger by the shareholders of any Constituent Corporation shall not: (a) alter or change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation; (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger; or (c) alter or change any of the terms and conditions of the Plan of Merger if such alteration or change would materially and adversely affect the holders of any class or series of shares of such Constituent Corporation.


17. Counterparts. This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies, including those received by facsimile, shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Agreement and Plan of Merger as of the date first set forth above.

M & M INTERNATIONAL REALTY, INC.
a Florida corporation


By: N.S. ELLIOT
Its: PRESIDENT

SONIC SYSTEMS CORPORATION
a Delaware corporation


By: N.S. ELLIOT
Its: PRESIDENT

Certification

The undersigned Secretary of Sonic Systems Corporation, a Delaware corporation, hereby certifies that pursuant to Del. Code, Title 8, §251(f), this Agreement and Plan of Merger was duly adopted by action of the Board of Directors of said corporation without any vote of its shareholders and that no shares of stock of said corporation were or have been issued prior to the adoption by the Board of Directors of the resolution approving this Plan of Merger.


Secretary