



**THE UNITED STATES
CORPORATION
COMPANY**

P98000005537

ACCOUNT NO. : 072100000032

REFERENCE : 702398 5015487

AUTHORIZATION : Patricia *[Signature]*

COST LIMIT : \$ 175.00

ORDER DATE : February 11, 1998

merge

ORDER TIME : 11:06 AM

ORDER NO. : 702398-010

EFFECTIVE DATE

200002427732--7

CUSTOMER NO: 5015487

2/28/98

CUSTOMER: Ms. Linda P. Greer
White & Brown, P.a.
Suite 102
9000 Southwest 152 Street
Miami, FL 33157

FILED
98 FEB 11 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

HEMATITE INVESTMENTS, INC.	
Name	
Availability	2/11/98
Document	INTO
Examiner	<i>Don</i>
Use	HEMATITE INVESTMENTS OF
Update	FLORIDA, INC.
Verifier	<i>Don</i>
Acknowledgement	<i>Don</i>
W.P. Verifier	<i>Don</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY ** (2) **
_____ PLAIN STAMPED COPY

RECEIVED
98 FEB 11 PM 12:23
DIVISION OF CORPORATION

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEMATITE INVESTMENTS, INC., an Alabama corporation P08290

INTO

HEMATITE INVESTMENTS OF FLORIDA, INC., a Florida corporation,
P98000005537

File date: February 11, 1998, effective February 28, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 175.00

EFFECTIVE DATE
2/28/98

ARTICLES OF MERGER

OF

HEMATITE INVESTMENTS, INC.,
an Alabama corporation
(the "Disappearing Corp.")

into

HEMATITE INVESTMENTS OF FLORIDA, INC.,
a Florida corporation
(the "Surviving Corp.")

FILED
98 FEB 11 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Alabama statutes and Florida statutes governing the merger of an Alabama corporation into a Florida corporation, the above named corporations do hereby adopt the following Articles of Merger:

1. The Disappearing Corp. shall be merged with and into the Surviving Corp.

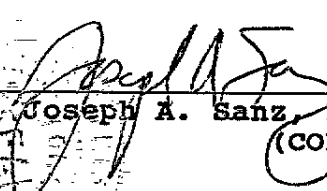
2. The merger shall become effective as of February 28, 1998.

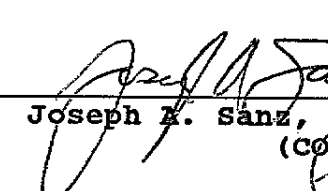
3. Pursuant to the Plan of Merger attached, the Disappearing Corp. shall be merged with and into the Surviving Corp. (the "Merger"). The Merger was unanimously adopted by all of the shareholders and directors of the Disappearing Corp. by resolution adopted on February 10th, 1998, and by all of the shareholders and directors of the Surviving Corp. by resolution adopted on February 10, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the above corporations by their authorized officers on February 10th, 1998.

SURVIVING CORP.:
HEMATITE INVESTMENTS
OF FLORIDA, INC.,
a Florida corporation

DISAPPEARING CORP.
HEMATITE INVESTMENTS, INC.,
an Alabama corporation

By: 
Joseph A. Sanz, President
(CORP. SEAL)

By: 
Joseph A. Sanz, President
(CORP. SEAL)

STATE OF FLORIDA :
: SS.
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 **JOSEPH A. SANZ, as the President of HEMATITE INVESTMENTS OF FLORIDA, INC., a Florida corporation**, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged before me the execution of same and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of February, 1998.

Candace G. Hoppner

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

OFFICIAL NOTARY SEAL
CANDACE G HOPPNER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC522483
MY COMMISSION EXP. JAN. 13, 2000

(NOTARY SEAL)

STATE OF FLORIDA :
: SS.
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 **JOSEPH A. SANZ, as the President of HEMATITE INVESTMENTS, INC., an Alabama corporation**, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged before me the execution of same and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of February, 1998.

Candace G. Hoppner

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

OFFICIAL NOTARY SEAL
CANDACE G HOPPNER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC522483
MY COMMISSION EXP. JAN. 13, 2000

(NOTARY SEAL)

PLAN OF MERGER

OF

**HEMATITE INVESTMENTS, INC.,
an Alabama corporation**

into

**HEMATITE INVESTMENTS OF FLORIDA, INC.,
a Florida corporation**

THIS PLAN OF MERGER is being made by and between HEMATITE INVESTMENTS OF FLORIDA, INC., a Florida corporation (the "Surviving Corp.") and HEMATITE INVESTMENTS, INC., an Alabama corporation (the "Disappearing Corp."). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with applicable state statutes of both Florida and Alabama.

1. Effective Date. The Effective Date of this Merger shall be February 28th, 1998 (the "Effective Date").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp. in effect immediately before the Effective Date of this Merger shall, without any change, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

3. Distribution of Stock. The outstanding stock of both corporations is held by two (2) Shareholders, and each Shareholder owns fifty percent (50%) of each of the two (2) corporations. Accordingly, in connection with this Merger, the stock of the Disappearing Corporation will be cancelled and stock of the Surviving Corporation will remain as issued fifty percent (50%) to each Shareholder. The Board of Directors and Shareholders of each corporation have decided that there is no need to issue new stock since the percentage of ownership of both corporations was identical.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested with the Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in the statutes of both Alabama and Florida.

5. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents,

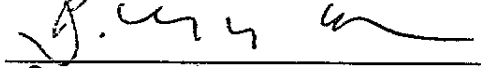
instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corp., or to otherwise carry out the provisions hereof.

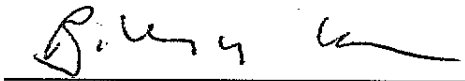
6. Approval. This Merger has been approved by all of the shareholders and all of the directors of both corporations on February 10th, 1998.

7. Filing with the Alabama Department of State and Florida Department of State. Articles of Merger shall be recorded with the Department of State for both Alabama and Florida, and this Plan shall be attached to the Articles of Merger.

IN WITNESS WHEREOF, the undersigned parties have executed this PLAN OF MERGER this 10th day of February, 1998.

WITNESSES:


Candace Hoppner


Candace Hoppner

SURVIVING CORP.

HEMATITE INVESTMENTS OF
FLORIDA, INC.,
a Florida corporation

By: 

Joseph A. Sanz, President
(CORP. SEAL)

DISAPPEARING CORP.

HEMATITE INVESTMENTS, INC.,
an Alabama corporation

By: 

Joseph A. Sanz, President
(CORP. SEAL)

STATE OF FLORIDA :
: ss.
COUNTY OF DADE :

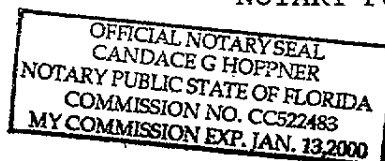
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **JOSEPH A. SANZ**, as the **President of HEMATITE INVESTMENTS OF FLORIDA, INC.**, a Florida corporation, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged before me the execution of same and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of February, 1998.

Candace G. Hoppner

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



(NOTARY SEAL)

STATE OF FLORIDA :
: ss.
COUNTY OF DADE :

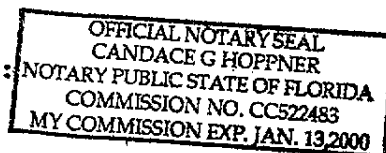
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **JOSEPH A. SANZ**, as the **President of HEMATITE INVESTMENTS, INC.**, an Alabama corporation, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged before me the execution of same and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of February, 1998.

Candace G. Hoppner

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



(NOTARY SEAL)