

P98000021546



ACCOUNT NO. : 072100000032

REFERENCE : 079894 87972A

AUTHORIZATION : *Patricia Pajuste*

COST LIMIT : \$ 113.75

ORDER DATE : December 28, 1998

ORDER TIME : 11:38 AM

800002723388--3

ORDER NO. : 079894-005

CUSTOMER NO: 87972A

CUSTOMER: Mr. David Kahan
Navon Kopelman & Odonnell,
Suite B 100
2699 Stirling Road
Ft. Lauderdale, FL 33312

ARTICLES OF MERGER

PARAMOUNT NORTH, INC.
VESENZA, INC.

INTO

VESENAZ, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 28 PM 3:24

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

merger
sf 12/29/98

RECEIVED
98 DEC 28 PM 12:16

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARAMOUNT NORTH, INC., a FL corp., P92000002377

VESENAZ (UNITED STATES), INC., a DE corp., P08525

INTO

VESENAZ, INC., a Florida corporation, P98000021546

File date: December 28, 1998

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 113.75

ARTICLES OF MERGER AND CONSOLIDATION MERGING

**PARAMOUNT NORTH, INC.,
A FLORIDA CORPORATION
AND VESENAZ (UNITED STATES), INC.,
A DELAWARE CORPORATION
WITH AND INTO
VESENAZ, INC., A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 28 PM 3:24

The undersigned corporations hereby execute these Articles of Merger and Consolidation pursuant to Florida law, including Section 607.1105, Florida Statutes, and state as follows:

1. The Plan of Merger and Consolidation ("Plan of Merger") annexed hereto as **Exhibit "A"** regarding the Agreement and Plan of Merger and Consolidation dated ^{Dec.} ~~March~~ 23, 1998, merging Paramount North, Inc., a Florida corporation and Vesenz (United States), Inc., a Delaware corporation (collectively "Merging Corporations") into Vesenz, Inc., a Florida corporation ("Surviving Corporation") was adopted and approved by unanimous written consent of all the members of the Board of Directors and all the shareholders of the Surviving Corporation as of ~~March~~ ^{Dec.} 22, 1998 and all the Board of Directors and all the shareholders of the Merging Corporations effective as of ~~March~~ ^{Dec.} 22, 1998, and ~~March~~ ^{Dec.} 22, 1998, respectively, in accordance with the laws of the State of Florida, including Sections 607.1101 and 607.1103, Florida Statutes.

2. The merger contemplated by the Plan of Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

^{Dec.}
Dated: ~~March~~ 23, 1998.

VESENAZ, INC., a Florida corporation

By: 
Stephen M. Pollan, President

VESENAZ (UNITED STATES), INC., a
Delaware corporation

By: 
Stephen M. Pollan, President

PARAMOUNT NORTH, INC., a Florida
corporation

By: 
Stephen M. Pollan, President

EXHIBIT "A"
PLAN OF MERGER

PLAN OF MERGER AND CONSOLIDATION

THIS PLAN OF MERGER AND CONSOLIDATION ("Plan") is made and entered into as of the 23rd day of December, 1998, by and among **VESENAZ (UNITED STATES), INC.**, a Delaware corporation ("Vesenaz"), **PARAMOUNT NORTH, INC.**, a Florida corporation ("Paramount") and **VESENAZ, INC.**, a Florida corporation ("Newco"). Vesenaz, Paramount and Newco are sometimes referred to herein as "Constituent Corporations".

WITNESSETH:

WHEREAS, simultaneously herewith, the Constituent Corporations have executed and delivered that certain Agreement and Plan of Merger and Consolidation ("Agreement");

WHEREAS, the Constituent Corporations desire to merge Paramount and Vesenaz with and into Newco upon the terms and conditions set forth in the Agreement and hereinafter set forth ("Merger");

NOW, THEREFORE, in consideration of the mutual promises herein exchanged, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. **Recitals.** The foregoing recitals are true and correct and are hereby incorporated herein by this reference.
2. **Merger.** Paramount and Vesenaz shall be merged with and into Newco, and Newco shall be the surviving corporation ("Surviving Corporation"), effective upon the filing of the articles of merger with the Secretary of State of the State of Florida ("Effective Date").
3. **Name.** The name of Newco shall remain as the name of the Surviving Corporation.
4. **Assets, Liabilities.** On the Effective Date, the separate corporate existence of Paramount and Vesenaz shall cease and Newco shall succeed to the assets and liabilities of Paramount and Vesenaz in the manner and as more fully set forth in the Agreement.
5. **Conversion of Securities.** It is intended that following the Merger, all of the issued and outstanding shares of Paramount will be converted into and become Five Hundred Thirty (530) fully paid and nonassessable shares of common stock, \$.01 par value per share, of Newco ("Newco Common Stock"), and all of the issued and outstanding shares of Vesenaz will be converted into and become Four Hundred Seventy (470) fully paid and nonassessable shares of Newco Common Stock. To accomplish the foregoing, upon the Effective Date all of the outstanding certificates representing

the shares of the capital stock of Paramount and Vesenaz shall be surrendered to Newco for cancellation, and the corresponding capital stock of Newco shall be issued in exchange therefor.

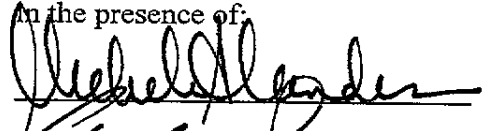

6. **Articles of Incorporation and Bylaws.** From and after the Effective Date, the Articles of Incorporation and Bylaws of Newco as in effect on the Effective Date shall continue to be the Articles of Incorporation and Bylaws of Newco without change or amendment until further amendment in accordance with the provisions thereof and applicable laws are made.

7. **Directors.** The directors of Newco immediately preceding the Effective Date shall continue to be the directors of Newco on and after the Effective Date, to serve until the expiration of their terms and until their successors are elected and qualified.

8. **Officers.** The officers of Newco immediately preceding the Effective Date shall continue to be the officers of Newco on and after the Effective Date, to serve at the pleasure of the Board of Directors of Newco.

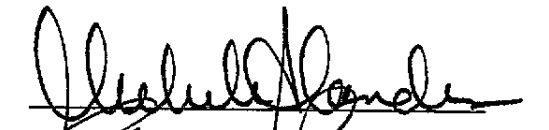
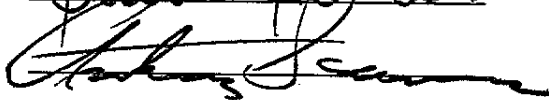
IN WITNESS WHEREOF, the parties have duly executed this Plan as of the date first written above.

Signed, sealed and delivered
in the presence of:

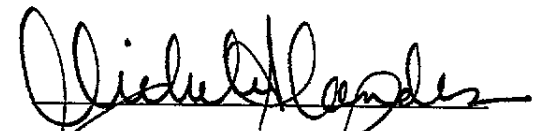
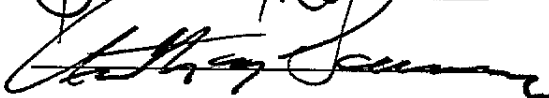
VESENAZ (UNITED STATES), INC., a
Delaware corporation

By: 
Stephen M. Pollan, President





PARAMOUNT NORTH, INC., a Florida
corporation

By: 
Stephen M. Pollan, President

VESENAZ, INC., a Florida corporation

By: 
Stephen M. Pollan, President