

268024



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 396808 4141A

AUTHORIZATION :

Patricia Pizante

COST LIMIT : \$ ~~105.00~~ 140.00

ORDER DATE : October 4, 1999

ORDER TIME : 2:27 PM

200003033272--8

ORDER NO. : 396808-005

Merger

CUSTOMER NO: 4141A

CUSTOMER: Lissette Stancioff, Esq
Gunster Yoakley Valdes-fauli &
Suite 3400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -2 PM 2:30

FILED

ARTICLES OF MERGER

FORTE TOWERS, INC.

INTO

FORTE TOWERS (DEL.), INC.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -2 PM 3:13

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (8 COPIES)
 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

AOR
11/3/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

FORTE TOWERS, INC., a Florida corporation 268024

INTO

FORTE TOWERS (DEL.), INC., a Delaware corporation not qualified in Florida

File date: November 2, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 140.00

ARTICLES OF MERGER
FOR
FORTE TOWERS, INC.
AND
FORTE TOWERS (DEL.), INC.

FILED
99 NOV -2 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0120, 607.1101, 607.1103, 607.1105, 607.1107, 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act and Section 252 and other applicable provisions of the Delaware General Corporation Law, **FORTE TOWERS, INC.** ("FORTE TOWERS"), a Florida corporation, and **FORTE TOWERS (DEL.), INC.** ("TOWERS (DEL.)"), a Delaware corporation, hereby adopt the following Articles of Merger.

I.

PLAN OF MERGER

The following plan of merger has been approved by the parties to the merger:

1. **Merger.** This instrument sets forth the plan of merger of FORTE TOWERS and TOWERS (DEL.).

2. **Terms and Conditions of Merger.** Subject always to the terms and conditions set forth herein, on the date on and as the Effective Date, as hereinafter set forth, FORTE TOWERS shall be merged with and into TOWERS (DEL.). The separate corporate existence of FORTE TOWERS shall cease and TOWERS (DEL.) shall be the

THIS DOCUMENT PREPARED BY:

Guillermo Fernandez-Quincoces, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 376-6000

surviving entity (the "Surviving Entity") which shall continue as a corporation under the laws of the State of Delaware. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of FORTE TOWERS and shall be responsible and liable for all the liabilities and obligations of FORTE TOWERS, none of which shall be impaired by the merger.

3. **Conversion of Shares.** Upon and as of the Effective Date, the shares of common stock of FORTE TOWERS issued and outstanding on the date hereof shall cease to be outstanding and each such share shall be converted into and shall become one share of common stock in TOWERS (DEL.). Promptly after the Effective Date, the management of the Surviving Entity shall cause to be issued to the shareholders of FORTE TOWERS stock certificates for shares of common stock of TOWERS (DEL.).

4. **Effective Date and Time of Merger.** The merger contemplated herein is intended to be effective at 2:30 p.m. on November 2, 1999.

II.

APPROVAL

The foregoing Plan of Merger was approved by the shareholders of FORTE TOWERS on the 29th day of September, 1999 in conformity with the applicable provisions of Chapter 607, Fla. Stat. The foregoing Plan of Merger was approved by the shareholders of TOWERS (DEL.) on the 29th day of September, 1999 in conformity with Section 252 and other applicable provisions of the Delaware General Corporation Law.

III.

EFFECTIVE DATE AND TIME

The effective date and time of the merger shall be the 2 of
November, 1999 at 2:30 p.m.

IN WITNESS WHEREOF, the above and foregoing Articles of Merger were
executed as of the 29 day of October, 1999.

FORTE TOWERS, INC.,
a Florida corporation

By: _____

John M. Forte, President

FORTE TOWERS (DEL.), INC.,
a Delaware corporation

By: _____

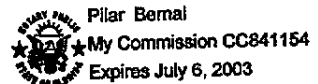
John M. Forte, President

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of
October, 1999, by John M. Forte, as President of **FORTE TOWERS, INC.**, a
Florida corporation, on behalf of the corporation who is personally known to me or has
produced _____ as identification.

Pilar Bernal
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of October, 1999, by John M. Forte as President of **FORTE TOWERS (DEL.), INC.**, a Delaware corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.

Pilar Bernal

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

249028.3

