

554561

MURRAY SAMS, JR.
BOARD CERTIFIED
CIVIL TRIAL LAWYER
TIMOTHY M. MARTIN
ALVA HOLLON, JR.

LAW OFFICES
SAMS, MARTIN & HOLLON, P.A.
PROFESSIONAL ASSOCIATION
2222 PONCE DE LEON BOULEVARD
PENTHOUSE II
CORAL GABLES, FLORIDA 33134

MIAMI LAKES OFFICE
SUITE 230
7975 NORTHWEST 154TH STREET
MIAMI LAKES, FLORIDA 33016

ARTHUR B. STARK
LISA FIALKOW LEVINE
ROBERT ZIMMERMAN

TELEPHONE (305) 460-2030
FAX (305) 460-2037

JACKSONVILLE OFFICE
7835 BAYBERRY ROAD
JACKSONVILLE, FLORIDA 32256

OF COUNSEL
JOSEPH LIPSKY
DANIEL KAUFMAN

April 14, 1997

400002144084--3
-05/06/97--01096--025
*****35.00 *****35.00

Via Federal Express

Secretary of State
Department of State
The Capitol, PL-02
Tallahassee, FL 32399-0250

400002144084--3
-04/15/97--01099--002
*****35.00 *****35.00

Re: Articles of Amendment to the Articles of Incorporation of
XMB Corporation

Dear Sir/Madam:

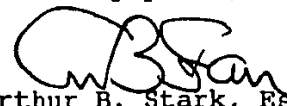
I am herewith enclosing an original and one copy of the
Articles of Amendment to the Articles of Incorporation of XMB
Corporation and my firm's check in the amount of \$35.00.

Please file the original Articles and return a stamped copy
to me in the self addressed envelope provided herein.

If you have any further questions, please do not hesitate to
contact my office.

I remain,

Sincerely yours,


Arthur B. Stark, Esq.
For the Firm

FILED STATES
DIVISION OF CORPORATIONS
99 APR 15 AM 11:29

ABS/jd

Enclosure(s): as listed above

Mr. Stark gave
OK to correct
document - title
and remove reference
to share exchange

FILING 70
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 70

merger
Sf 5/1/97

ARTICLES OF MERGER
Merger Sheet

MERGING:

XMB CORPORATION, a FL Corp., #554561
,

INTO

LONGHORN RANCHETTES, INC., a Texas corporation not qualified in Florida.

File date: April 15, 1997

Corporate Specialist: Susan Payne

LAW OFFICES
SAMS, MARTIN & HOLLON, P.A.

MURRAY SAMS, JR.
BOARD CERTIFIED
CIVIL TRIAL LAWYER

TIMOTHY M. MARTIN
ALVA HOLLON, JR.

ARTHUR B. STARK
LISA FIALROW LEVINE
ROBERT ZIMMERMAN

PROFESSIONAL ASSOCIATION
2222 PONCE DE LEON BOULEVARD
PENTHOUSE II
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 460-2030
FAX (305) 460-2037

MIAMI LAKES OFFICE
SUITE 230
7975 NORTHWEST 154TH STREET
MIAMI LAKES, FLORIDA 33016

JACKSONVILLE OFFICE
7835 BAYBERRY ROAD
JACKSONVILLE, FLORIDA 32256

OF COUNSEL
JOSEPH LIPSKY
DANIEL KAUFMAN

April 22, 1997

PERSONAL AND CONFIDENTIAL

Ms. Susan Payne
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: Additional filing fee
Articles of Merger XMB - Longhorn

Dear Ms Payne:

Pursuant to our telephone conversation of this date, I am herewith enclosing my firm's check in the amount of \$35.00 to cover the additional filing fee for the Articles of Merger for XMB Corporation, a Florida corporation and Longhorn Ranchettes, Inc., a Texas corporation.

Thanking you for your cooperation in this instance, I remain,

Sincerely yours,


Arthur B. Stark, Esq.
For the Firm

ABS/jd

Enclosure(s): check

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR 15 AM 11:29

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, XMB Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- First: Articles of Merger
- Second: That XMB Corporation, a Florida corporation and Longhorn Ranchettes, Inc., a Texas corporation entered into a Merger Agreement and a Plan of Merger was adopted by the respective Board of Directors and approved by the shareholders of the respective corporations on 12/31/96.
- Third: That the Plan of Merger is as follows:
- a. That all of the shareholders of XMB Corporation shall forthwith transfer to Longhorn Ranchettes, Inc., a Texas corporation, 100% of the issued and outstanding capital stock of XMB Corporation, to wit: a 100 shares of capital stock.
 - b. That in exchange for the 100 shares of capital stock of XMB Corporation, Longhorn Ranchettes, Inc., a Texas corporation, shall issue to the former shareholders of XMB Corporation, a Florida corporation, 1000 shares of capital stock of Longhorn Ranchettes, Inc., a Texas corporation, and said former shareholders will now own all of the issued and outstanding shares of stock in Longhorn Ranchettes, Inc., a Texas corporation, subject to the provisions of section 607.1106 of the Florida Statutes.
 - c. Consequently, XMB Corporation, a Florida corporation is now merged with Longhorn Ranchettes, Inc., a Texas corporation which is the successor corporation.
- Fourth: That the effective date of this merger is December 31, 1996.
- Fifth: That this Plan of Merger was adopted by the Board of Directors and approved by the shareholders of XMB Corporation, a Florida corporation, on the December 31, 1996.

SIGNED AND SEALED this 31st day of December, 1996 by:

XMB Corporation,
a Florida corporation

BY: 

Jack W. Giacalone
President

Longhorn Ranchettes, Inc.
a Texas corporation

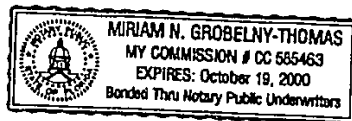
BY: 


Jack W. Giacalone
President

STATE OF FLORIDA:

COUNTY OF DADE:

This day personally appeared before me Jack W. Giacalone, the president of XMB Corporation, a Florida corporation, who and after being duly cautioned sworn, deposes and says that he has read the above and foregoing Articles of Merger and Share Exchange and has signed the same for the purposes therein expressed. That he is personally known to me.




NOTARY PUBLIC

STATE OF _____

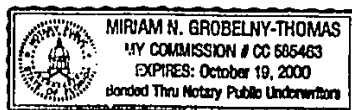
MY COMMISSION EXPIRES: _____

COMMISSION NUMBER: _____

STATE OF FLORIDA:

COUNTY OF DADE:

This day personally appeared before me Jack W. Giacalone, the president of Longhorn Ranchettes, Inc., a Texas corporation, who and after being duly cautioned sworn, deposes and says that he has read the above and foregoing Articles of Merger and Share Exchange and has signed the same for the purposes therein expressed. That he is personally known to me.




NOTARY PUBLIC

STATE OF _____

MY COMMISSION EXPIRES: _____

COMMISSION NUMBER: _____