

572819

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL RESOURCES CORPORATION, a Florida corporation,
G45706

INTO

FLORIDA CHEMICALS & TRADING COMPANY, a Florida corporation, 572819

File date: March 26, 1997, effective March 31, 1997

Corporate Specialist: Velma Shepard

572819

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March 25, 1997

REPLY TO: Boca Raton

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles and Plan of Merger

Dear Sir/Madam:

Enclosed please find the following:

1. Original Articles and Plan of Merger of International Resources Corporation and Florida Chemical & Trading Company to be effective March 31, 1997;
2. Our firm's check in the amount of \$70.00 representing your filing fee for the merger of two corporations named in the Articles of Merger; and
3. Our firm's check in the amount of \$52.50 representing your fee in order to receive a certified copy of the Articles and Plan of Merger as filed by the Secretary of State. A self addressed stamped envelope has been provided for the return of the certified copy.

Should you have any questions, please contact me.

Sincerely,

Susan Margolies
Susan Margolies, secretary to Robert A. Chaves

RAC:mmm
enclosures
cc: Mr. Dilip Patel
Jon Simpson, C.P.A.

V8 ~~APR~~ - 2 1997

Merger

V8 APR - 2 1997

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97 MAR 26 PM 12:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
3/31/97

**ARTICLES
AND PLAN OF MERGER**

FILED

97 MAR 26 PM 12:40

These Articles and Plan of Merger made and entered into this 23 day of MARCH 1997, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

EFFECTIVE DATE
3/31/97

INTERNATIONAL RESOURCES CORPORATION (the "Merged Corporation"), and
FLORIDA CHEMICALS & TRADING COMPANY (the "Surviving Corporation").

BACKGROUND

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on June 18, 1978, and having an authorized capital stock of 7,500 shares of common stock having a par value of \$1.00 per share, of which One Hundred (100) shares are issued and outstanding, and are owned as follows:

<u>Shareholder</u>	<u>No. of Shares</u>
Asad Ishoof	50
Bibi Halima Ishoof	50

B. The Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on June 13, 1983, and having an authorized capital stock of 7,500 shares of common stock having a par value of \$1.00 per share, of which One Hundred (100) shares are issued and outstanding and are owned as follows:

<u>Shareholder</u>	<u>No. of Shares</u>
Asad Ishoof	50
Bibi Halima Ishoof	50

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger. The Shareholders of each of the Constituent Corporations have unanimously approved the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of the Constituent Corporations in accordance with the provisions of the Florida General Corporations

Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the close of business on March 31, 1997.
2. The names of the corporations that are parties to the Merger are as follows:
 - a) FLORIDA CHEMICALS & TRADING COMPANY; and
 - b) INTERNATIONAL RESOURCES CORPORATION.
3. The surviving corporation shall be FLORIDA CHEMICALS & TRADING COMPANY.
4. The undersigned hereby certify that this Plan was unanimously adopted in resolutions of the Board of Directors of the Constituent Corporations on the 23rd day of March, 1997, and was unanimously approved by the shareholders of all the issued and outstanding shares of the Constituent Corporations on the same date. With respect to each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by each voting group.
5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that all shares of the Merged Corporation shall be deemed canceled and each of the shares of the Surviving Corporation shall remain issued and outstanding.
6. The By-Laws of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the By-Laws of the Surviving Corporation until the same are altered, amended, or repealed.
7. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.
8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.
9. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.
10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its

rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President and Secretary of the Constituent Corporations.

INTERNATIONAL RESOURCES CORPORATION

By: _____

Asad Ishoof, President

FLORIDA CHEMICALS & TRADING COMPANY

By: _____

Asad Ishoof, President