

583875

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

100004666111--1

CAL PARTNERS, INC., a Florida corporation, P97000090071  
355 REALTY GROUP, INC., a Florida corporation, P01000103146  
OLD CALYPSO, INC., a Florida corporation, P97000049422  
BOYNTON BANANA BOAT, INC., a Florida corporation, S89086  
HOLDING & MANAGEMENT, INC., a Florida corporation, 583875

INTO

**FIFTH AVENUE GRILL, INC.,** a Florida entity, K45167

File date: October 30, 2001, effective October 31, 2001

Corporate Specialist: Cheryl Coulliette