

584857

HECTOR J. MIR, P.A.

ATTORNEY AT LAW

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2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

December 22, 1998

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 Gains Street
Tallahassee, Florida 32399

000002721610--0
-12/24/98-01017-011
****280.00 ****280.00

Re: ARGUS TRADE, REALTY & INVESTMENT, INC., a Florida
corporation
ARGUS TRADE, REALTY & INVESTMENT, INC., a B.V.I.
international business company

Gentlemen:

Enclosed please find four originals of Articles of Merger of
Argus Trade, Realty & Investment, Inc. (Florida) and Argus Trade,
Realty & Investment Inc. (B.V.I.) together with Argus Trade,
Realty & Investments, Inc.'s check in the amount of \$280 in
payment of the following:


Filing fee	\$ 70.00
Certified copy	<u>210.00</u>
	\$280.00

If the above documents are in order, I would appreciate that
you file one original, certify the other three, and send the
three certified originals to the undersigned at the above
address.

Please note that the effective date and time of the merger
are December 31, 1998 at 11:59 P.M.

Thank you for your assistance. If you have any questions,
please call me.

Sincerely,


Hector J. Mir

EFFECTIVE DATE
12-31-98

HJM/cm
Enclosures

TLL JAN 8 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

ARGUS TRADE, REALTY & INVESTMENT, INC., a Florida corporation, 584857

INTO

**ARGUS TRADE, REALTY & INVESTMENT, INC., a British Virgin Islands
International Business Company.** corporation not qualified in Florida

File date: December 24, 1998, effective December 31, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

ARGUS TRADE, REALTY & INVESTMENT, INC., a British Virgin Islands
international business company

AND

ARGUS TRADE, REALTY & INVESTMENT, INC., a Florida corporation

98 DEC 24 PM 1:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-98

The undersigned duly authorized officers of ARGUS TRADE, REALTY & INVESTMENT, INC., a British Virgin Islands international business company, incorporated on December 14, 1998 ("ARGUS BVI") and ARGUS TRADE, REALTY & INVESTMENT, INC., a Florida corporation, incorporated on September 20, 1978 ("ARGUS"), hereby file these Articles of Merger in order to effect a merger under the laws of the State of Florida and the British Virgin Islands.

ARTICLE I

PLAN OF MERGER

1. ARGUS shall be merged into ARGUS BVI, which shall be the Surviving Corporation, in accordance with the provisions of the Florida Business Corporation Act and the British Virgin Islands International Business Company Ordinance (No. 8 of 1984), and the terms and conditions set forth in this Plan of Merger duly adopted by the Board of Directors of ARGUS BVI and ARGUS and duly ratified by the sole shareholder of each corporation.

2. The name of the Surviving Corporation shall be ARGUS TRADE, REALTY & INVESTMENT, INC.

3. On the Effective Date, all the property, real,

personal or mixed of each of ARGUS BVI and ARGUS, and debts due to either of them, and the rights, privileges, powers and franchises of a public as well as private nature, and every other interest of each of these corporation, shall be transferred to and vested in or shall continue to be vested in ARGUS BVI, the Surviving Corporation, without further act or deed, and shall be thereafter the property of the Surviving Corporation; and title to any real estate whether vested by deed or otherwise in any of these corporations shall not revert or be in any way impaired by reason of this merger.

4. ARGUS BVI, the Surviving Corporation, upon the Effective Date, shall assume all debts, liabilities, obligations and duties of ARGUS, and ARGUS BVI agrees that it may be sued for any prior obligation of ARGUS, including actions by dissenting shareholders, so long as any liability remains outstanding against ARGUS.

5. The authorized capital stock of Argus consists of 7,000 shares of common stock with a par value of US \$1.00 of which 740 shares have been issued and are outstanding. The authorized capital stock of Argus BVI consists of 50,000 shares of common stock with a par value of US \$1.00 of which 740 shares have been issued and are outstanding.

6. On the Effective Date, each of the issued and

outstanding shares of ARGUS Common Stock shall be converted into one fully paid and non-assessable share of ARGUS BVI Common Stock. Also on the Effective Date, each certificate representing shares of ARGUS Common Stock shall be deemed for all purposes to evidence the ownership of shares of ARGUS BVI Common Stock in an amount equal to the number of shares in the ARGUS certificate. The holders of ARGUS certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of ARGUS BVI, but as certificates nominally representing shares of Common Stock of ARGUS are surrendered for transfer by the holders thereof, ARGUS BVI will cause to be issued certificates representing one share of Common Stock of ARGUS BVI for each share of the Common Stock of ARGUS surrendered for exchange. All the shares of ARGUS Common Stock issued and outstanding before the Effective Date of the merger shall be canceled upon surrender.

7. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of ARGUS BVI, as now stated.

8. The Bylaws and Board of Directors of the Surviving Corporation shall be the Bylaws and Board of Directors of ARGUS BVI, as now stated.

ARTICLE II

DATE OF ADOPTION

The Plan of Merger was duly adopted by the sole shareholder of ARGUS and by the sole shareholder of ARGUS BVI on December 17, 1998.

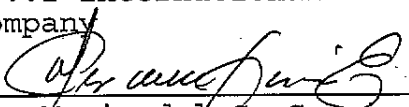
ARTICLE III

EFFECTIVE DATE AND TIME


The date and time on which this merger is to be effective (the "Effective Date") shall be at 11:59 P.M. on December 31, 1998.


IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger on December 18, 1998.

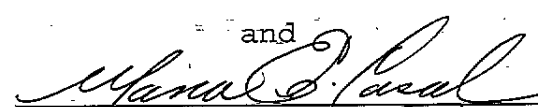
ARGUS TRADE, REALTY &
INVESTMENT, INC., a
B.V.I international business
company


By: Maria del C. Garcia,
President

ARGUS TRADE, REALTY & INVESTMENT,
INC., a Florida corporation


By: Maria del C. Garcia,
President

and

By: Maria E. Casal,
Secretary

and

By: Maria E. Casal,
Assistant Secretary

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Maria del C. Garcia, the President of ARGUS TRADE, REALTY & INVESTMENT, INC. a Florida corporation, to me personally known to be the person who executed the foregoing Articles of Merger and she acknowledged the execution of said Articles as President of said Corporation, for and on behalf of and as the act and deed of ARGUS TRADE, REALTY & INVESTMENT, INC., a Florida corporation, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon her by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 18th of December, 1998.



Leticia R. Vega
Notary Public, State of Florida
at Large
My commission expires:

STATE OF FLORIDA

COUNTY OF MIAMI-DADE



Leticia R Vega
My Commission CC785654
Expires October 25, 2002

BEFORE ME, the undersigned authority, personally appeared Maria E. Casal, an assistant Secretary of ARGUS TRADE, REALTY & INVESTMENT, INC., a Florida corporation, to me personally known to be the person who executed the foregoing Articles of Merger and she acknowledged the execution of said Articles as Assistant Secretary of said Corporation, for and on behalf of and as the act and deed of ARGUS TRADE, REALTY & INVESTMENT, INC., a Florida corporation, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon her by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 18th of December, 1998.



Leticia R. Vega
Notary Public, State of Florida
at Large

My commission expires:

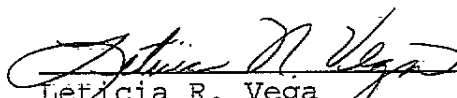


Leticia R Vega
My Commission CC785654
Expires October 25, 2002

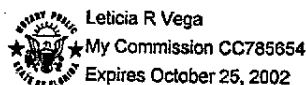
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Maria del C. Garcia, the President of ARGUS TRADE, REALTY & INVESTMENT, INC., a B.V.I. international business company, to me personally known to be the person who executed the foregoing Articles of Merger and she acknowledged the execution of said Articles as President of said Corporation, for and on behalf of and as the act and deed of ARGUS TRADE, REALTY & INVESTMENT, INC., a B.V.I. international business company, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon her by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 18th of December, 1998.



Leticia R. Vega
Notary Public, State of Florida
at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE



BEFORE ME, the undersigned authority, personally appeared Maria E. Casal, Secretary of ARGUS TRADE, REALTY & INVESTMENT, INC., a B.V.I. international business company, to me personally known to be the person who executed the foregoing Articles of Merger and she acknowledged the execution of said Articles as Secretary of said Corporation, for and on behalf of and as the act and deed of ARGUS TRADE, REALTY & INVESTMENT, INC., a B.V.I. international business company, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon her by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 18th of December, 1998.


Leticia R. Vega
Notary Public, State of Florida
at Large
My commission expires:

