

626601

WHISENAND & TURNER
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June 30, 1998

VIA FEDERAL EXPRESS

Cheryl Coulliette
Secretary of State
ATTN: AMENDMENTS SECTION
409 East Gaines Street
Tallahassee, FL 32399

FILED
JUL -14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: Telant Construction, Inc. and Telant Investments, Ltd.
Merger

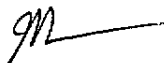
Dear Ms. Coulliette:

Please find enclosed the following documents which evidence the merger between Telant Construction, Inc., a Florida corporation (Telant), and Telant Investments, Ltd., a Canadian corporation (Telant Canada). The following documents are enclosed for filing and amendment to the documentation currently filed with the Secretary of State relating to Telant Construction, Inc.:

1. Articles of Merger of Telant and Telant Canada (Original).
2. Agreement and Plan of Merger between Telant and Telant Canada (copy).

Please file the above referenced documentation, and if you have any questions, please do not hesitate to contact our office.

Sincerely,



Jonathan D. Louis
Legal Assistant

Enclosures

Merger
7-14-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

TELANT CONSTRUCTION, INC., a Florida corporation, 626601

INTO

TELANT INVESTMENTS, LTD., an Out of the Country corporation not qualified
in Florida.

File date: July 14, 1998

Corporate Specialist: Cheryl Coulliette

WHISENAND & TURNER
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July 13, 1998

VIA FEDERAL EXPRESS

Cheryl Coulliette
Secretary of State
ATTN: AMENDMENTS SECTION
409 East Gaines Street
Tallahassee, FL 32399

Re: Telant Construction, Inc. and Telant Investments, Ltd.
Merger

Dear Ms. Coulliette:

On June 30, 1998, the original Articles of Merger of Telant Construction, Inc. (Telant) and Telant Investments, Ltd. (Telant Canada) as well as a copy of the Agreement and Plan of Merger between Telant and Telant Canada were transmitted to you for filing and amendment to the documentation currently filed with the Secretary of State relating to Telant. A representative of the Secretary of State contacted our office with regards to the absence of a filing fee for these Articles of Merger.

Please find enclosed a check payable to the Florida Secretary of State for US\$70.00 to be applied to the filing fee for the documents previously transmitted to your office.

Please file the referenced documentation and transmit a certificate of filing to our office. If you have any questions, please do not hesitate to contact our office.

Sincerely,



Jonathan D. Louis
Legal Assistant

Enclosure

ARTICLES OF MERGER
OF
TELANT CONSTRUCTION, INC.
(a Florida corporation)
AND
TELANT INVESTMENTS, LTD.
(a Canadian corporation)

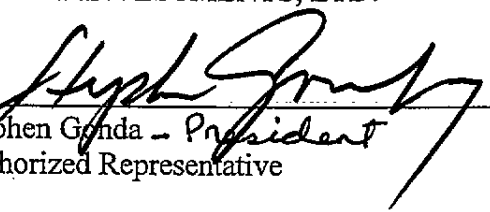
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

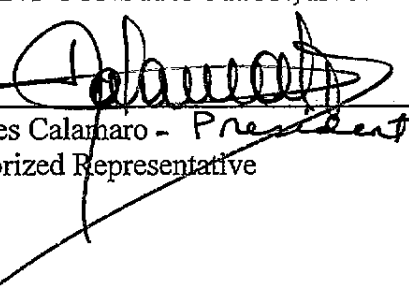
1. Telant Construction, Inc., a Florida corporation, shall be merged with and into Telant Investments, Ltd., an Ontario, Canada corporation, which shall be the surviving corporation.
2. The merger shall become effective as of 5:00 p.m. as of June 30, 1998.
3. The Agreement and Plan of Merger, pursuant to which Telant Construction, Inc. ("Telant") shall be merged with and into Telant Investments, Ltd. ("Telant Canada"), was unanimously adopted by the shareholders of Telant by resolution adopted as of May 12, 1998, and by the shareholders of Telant Canada by resolution adopted as of May 12, 1998.
4. Effective Merger. Telant Construction, Inc. will merge with Telant Investments, Ltd. and the resulting corporation, Telant Investments, Ltd., a Canadian corporation, will assume all the liabilities and responsibilities which Telant Construction, Inc. has incurred to date. The effect of the merger will be governed by Sections 607.1106 and 607.1107, Florida Statutes and the Champlain Towers East Condominium Documents. Telant Investments, Ltd. will assume all contractual obligations and responsibilities of Telant Construction, Inc. related to the Champlain Towers Condominium Association, Inc. ("Association") under the Final Settlement Agreement as well as any and all other related obligations to the Association under agreements entered into during the transfer of control from Telant Construction, Inc. to the Association.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Telant Investments, Ltd. and Telant Construction, Inc. by their authorized officers as of May 12, 1998.

TELANT INVESTMENTS, LTD.

By: 
Stephen Gonda - President
Authorized Representative

TELANT CONSTRUCTION, INC.

By: 
Charles Calamardo - President
Authorized Representative

**AGREEMENT AND PLAN OF MERGER BETWEEN
TELANT CONSTRUCTION, INC. AND
TELANT INVESTMENTS, LTD.**

Agreement and Plan of Merger ("Agreement") made as of May 12, 1998 between Telant Construction, Inc., a corporation organized and existing under the laws of the State of Florida, having its principal office deemed to be at Suite 601, 502 Brickell Key Dr. Miami Florida, and Telant Investments, Ltd., a corporation organized and existing under the laws of Ontario, Canada, and having its principal office and places of business at 1300 Bloor Street East, Penthouse 8, Mississauga, Ontario L4Y 3Z2, Canada.

RECITALS

WHEREAS, the Boards of Directors of Telant Construction, Inc. ("Telant") deem it desirable and in the best interest of the corporation to enter into this agreement;

WHEREAS, the shareholders of Telant Construction, Inc. approved this agreement and Plan of Merger as of May 12, 1998;

WHEREAS, the Board of Directors of Telant Investments, Ltd. ("Telant Canada") deem it desirable and in the best interests of the Corporation to enter into this Agreement; and

NOW, for the reasons set forth above and in consideration of the mutual covenants and promises of the parties hereto, the corporations agree to the following:

1. Merger of the Corporations.

In accordance with and pursuant to 607.1101 through 607.1103 of the Florida Statutes, Telant shall be merged into Telant Canada as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Telant into shares or other securities of Telant Canada as hereinafter set forth.

2. Shares to be Merged.

Telant's shares shall be merged into Telant Canada.

3. Method of Converting Shares

The manner of converting or otherwise dealing with the shares of the respective corporations shall be that on the effective date and without any action on the part of the parties hereto; (i) all shares of capital stock issued and outstanding of Telant, the merged corporation shall be deemed canceled without payment of any additional consideration and without conversion; and (ii) each issued and outstanding share of capital stock of Telant Canada, the surviving corporation shall remain issued and outstanding.

4. Telant Investments, Ltd. to Be Surviving Corporation

Telant shall be merged into Telant Canada and the corporate existence of Telant shall cease and the corporate existence of Telant Canada shall continue under the name Telant Investments, Ltd. Telant Canada shall become the owner, without other transfer, of all the rights and property of Telant, subject to all debts and liabilities of Telant in the same manner as if Telant Canada debts and liabilities.

5. Effective Date of Merger.

The merger shall take effect as of June 30, 1998 subject to the provisions of Section 10 of this Agreement on the date the Articles of Merger are filed with the Secretary of State, of the State of Florida, together with evidence of its adoption as required by law. A copy of the Articles of Merger is attached hereto as Exhibit A.

6. Principal Office

The principal office of Telant Canada shall remain the principal office of the corporation following this merger.

7. Names and Addresses of Directors

The names and addresses of the persons who shall constitute the Board of Directors of Telant Canada, and who shall hold office until the next annual meeting of the shareholders of Telant Canada, following the merger, are as follows:

<u>Director</u>	<u>Address</u>
Charles Calamaro	34 rue Michel Ange Paris, France
Stephen Gonda	1300 Bloor Street East Penthouse 8 Mississauga, Ontario L4Y 3Z2 Canada

The directors shall be personally indemnified by Telant Canada to the fullest extent of law.

8. Dividends Prior to Merger

Until this Agreement of Merger becomes effective or is abandoned, the corporations may not pay dividends on their shares at the respective regular times and rates.

9. Extraordinary Transactions

Neither corporation shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

10. Submission to Shareholders; Effective Date

This Agreement shall be submitted to the shareholders of the corporations in the manner provided by Sections 607.1101, 607.1102 and 607.1103 of the Florida Statutes. If the votes of shareholders of each such corporation representing a majority of the total number of shares shall be in favor of the adoption of this Agreement. This Agreement shall become effective on the date set forth above.

11. Abandonment of Merger

If the Board of Directors of Telant Canada or the Board of Directors of Telant, should determine, either before or after the meeting of the shareholders of their respective corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the corporation it represents or the shareholders of such corporation, or is otherwise inadvisable or impractical to consummate the merger, the Board of Directors of the respective corporation may abandon the merger by directing the officers of the corporations to refrain from executing this Plan and Agreement of Merger and/or filing the Articles of Merger, and thereupon this Agreement shall be void and of no effect.

12. Bylaws

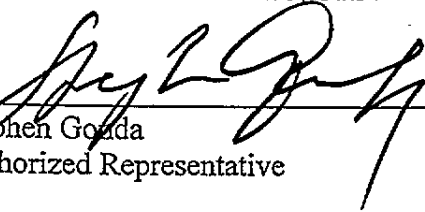
The present bylaws of Telant Canada, insofar as not inconsistent with this Agreement of Merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

13. Effective Merger

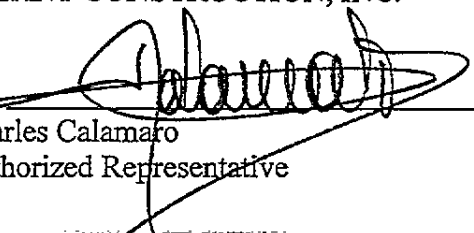
Telant Construction, Inc. will merge with Telant Investments, Ltd. and the resulting corporation, Telant Investments, Ltd., a Canadian corporation, will assume all the liabilities and responsibilities which Telant Construction, Inc. has incurred to date. The effect of the merger will be governed by Sections 607.1106 and 607.1107, Florida Statutes and the Champlain Towers East Condominium Documents. Telant Investments, Ltd. will assume all contractual obligations and responsibilities of Telant Construction, Inc. related to the Champlain Towers Condominium Association, Inc. ("Association") under the Final Settlement Agreement as well as any and all other related obligations to the Association under agreements entered into during the transfer of control from Telant Construction, Inc. to the Association.

IN WITNESS WHEREOF, the Directors, or a majority thereof, of Telant Canada and the Directors, or a majority thereof, of Telant, have executed this Agreement under their respective corporate seals on the day and year first above written.

TELANT INVESTMENTS, LTD.

By: 
Stephen Gozda
Authorized Representative

TELANT CONSTRUCTION, INC.

By: 
Charles Calamafio
Authorized Representative