

626601

WHISENAND & TURNER
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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December 17, 1998

VIA FEDERAL EXPRESS

Susan Payne
Florida Department of State
Division of Corporations
Attn: Amendments Section
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

600002724616--8

Re: Telant Construction, Inc./Telant Investments Ltd. - Revocation of Merger

Dear Ms. Payne:

Pursuant to our conversation, I have been working with Gerard York to obtain a Final Order ("Order") ordering the revocation of the merger of Telant Construction, Inc. ("Telant"), a Florida Corporation, into Telant Investments (Canada) Ltd. ("Telant Canada"), a Canadian corporation and ordering the Secretary of State to file the Articles of Revocation of Merger and Agreement and Plan of Revocation of Merger. On December 17, 1998 a Proposed Order was transmitted to Judge P. Kevin Davey to be signed. Upon signature I will have a certified copy of the Order delivered to you by U.S. mail.


Please find enclosed the following documents for filing upon receipt of the Order:

1. Agreement and Plan of Revocation of Merger between Telant Construction, Inc. and Telant Investments (Canada) Ltd. (Original).
2. Articles of Revocation of Merger of Telant Construction, Inc. and Telant Investments (Canada) Ltd. (Original).

If you would please file the enclosed documents as soon as possible after you receive the Order that would be greatly appreciated.

Thank you very much for coordinating with us and if you have any questions, please do not hesitate to contact our office.

Sincerely,


Jonathan D. Louis

Enclosures

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Court
Order
Reversing
merger
filed 7/14/98
SP

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FILED
STATE
SECRETARY OF
DIVISION OF
CORPORATIONS

WHISENAND & TURNER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 602

501 BRICKELL KEY DRIVE

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November 19, 1998

VIA FEDERAL EXPRESS

Susan Payne
Florida Department of State
Division of Corporations
Attn: Amendments Section
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

Re: Telant Construction, Inc./Telant Investments Ltd. - Revocation of Merger

Dear Sir/Madam:

On May 12, 1998, Telant Construction, Inc., a Florida corporation ("Telant") was merged into Telant Investments (Canada) Ltd., a Canadian corporation ("Telant Canada"). On July 14, 1998, the Articles of Merger were filed with the Florida Department of State. Since that time, the Board of Directors of each respective corporation have agreed to revoke the May 12, 1998 Merger of Telant and Telant Canada and to reinstate Telant Construction, Inc. Please find enclosed documentation to effectuate this Revocation of Merger which includes the following documentation:

1. Agreement and Plan of Revocation of Merger between Telant Construction, Inc. and Telant Investments (Canada) Ltd. (Original) (copy).
2. Articles of Revocation of Merger of Telant Construction, Inc. and Telant Investments (Canada) Ltd. (Original).

The above delineated documents are enclosed for filing and amendment to the documentation currently filed with the Secretary of State relating to Telant Construction, Inc. and are originals.

Please effectuate the reinstatement of Telant Construction, Inc. and record the Revocation of Merger as of May 12, 1998.

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

Sincerely,



Jonathan D. Louis

Enclosures

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11/24
called -
cannot file
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back

Return
doc.
per phone
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

Jonathan D. Louis
Whisenand & Turner
501 Brickell Key Drive, Suite 602
Miami, FL 33131

SUBJECT: TELANT CONSTRUCTION, INC.
Ref. Number: 626601

We have received your document for TELANT CONSTRUCTION, INC. .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

The articles of revocation of merger are being returned as there is no provision to
file this document. The merger can be voided only if a court order is received
voiding the merger.

If you have any questions concerning this matter, please either respond in writing
or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 798A00057806

IN THE CIRCUIT COURT OF THE SECOND JUDICIAL CIRCUIT
IN AND FOR LEON COUNTY, FLORIDA

TELANT CONSTRUCTION, INC., a Florida
corporation and TELANT INVESTMENTS
(CANADA) LTD., a Canadian corporation,

Plaintiffs,

Case No. 98-6913

v.

SANDRA B. MORTHAM, in her capacity as the
Florida Secretary of State,

Defendant.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FINAL ORDER

This action was heard on December 11, 1998 on the Complaint for Declaratory Relief of Plaintiffs, Telant Construction, Inc. ("Telant") and Telant Investments (Canada) Ltd. ("Telant Canada") (collectively "Plaintiffs"). The Court has considered the Complaint, the exhibits attached thereto, and the Answer and No Objection filed by Defendant Sandra B. Mortham, in her capacity as the Florida Secretary of State (the "Secretary"), and finds that the relief sought by Plaintiffs should be granted.

IT IS THEREFORE ADJUDGED that Sandra B. Mortham, in her capacity as the Florida Secretary of State (the "Secretary"), shall accept and file the Agreement and Plan of Revocation of Merger and Articles of Revocation of Merger substantially in the form of Collective Exhibits E and F to the Complaint, when properly executed and accompanied by the appropriate fee.

IT IS FURTHER ADJUDGED that the Secretary shall issue a Certificate showing that Telant Construction, Inc.'s merger into Telant Investments (Canada) Ltd. has been set aside and that Telant Construction, Inc. is hereby reinstated as of May 12, 1998, and that the Corporation Document Number of the reinstated corporation is 626601.

I HEREBY CERTIFY that the above and foregoing
is a true and correct copy of an instrument recorded
in the official records of Leon County, Florida.

WITNESS my hand and seal of office this 11th day of December, 1998.

Copies furnished to:

Jonathan D. Louis, Esq.
Whisenand & Turner, P.A.
Attorneys for Plaintiffs
501 Brickell Key Drive, Suite 602
Miami, FL 33131
Tel: (305) 375-8484

DAVE LANG
Clerk of Circuit Court

Gerard T. York, Esq.
Attorney for Defendants
Department of State
General Counsel's Office
1110 The Capitol
Tallahassee, FL 32399-0250
Tel: (850) 414-5536

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF REVOCATION OF MERGER

OF

TELANT CONSTRUCTION, INC.
(a Florida corporation)

AND
TELANT INVESTMENTS (CANADA) LTD.
(a Canadian corporation)

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

1. Telant Construction, Inc. ("Telant"), a Florida corporation, shall be divided from Telant Investments (Canada) Ltd., an Ontario, Canada corporation ("Telant Canada").


2. The Revocation of Merger shall become effective ab initio as of 5:00 p.m. as of May 12, 1998.

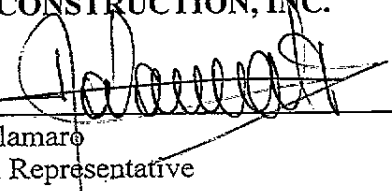
3. The Agreement and Plan of Revocation of Merger, pursuant to which Telant shall be separated from Telant Canada, was unanimously adopted by the shareholders of Telant by resolution adopted as of October 1, 1998, and by the shareholders of Telant Canada by resolution adopted as of October 1, 1998.

4. Effective Revocation of Merger. Telant will be separated from Telant Canada and each corporation will re-assume all the liabilities and responsibilities which each corporation had before May 12, 1998. The effect of the Revocation of Merger will be governed by Florida Statutes and the Champlain Towers East Condominium Documents. Telant will re-assume all contractual obligations and responsibilities 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 Revocation of Merger have been executed on behalf of Telant Canada and Telant by their authorized officers as of October 1, 1998.

TELANT INVESTMENTS (CANADA) LTD. TELANT CONSTRUCTION, INC.

By: 
Stephen Gonda
Authorized Representative

By: 
Charles Calamare
Authorized Representative

**AGREEMENT AND PLAN OF REVOCATION OF MERGER BETWEEN
TELANT CONSTRUCTION, INC. AND
TELANT INVESTMENTS (CANADA) LTD.**

Agreement and Plan of Revocation of Merger ("Agreement") made as of October 1, 1998 between Telant Construction, Inc., a corporation organized and existing under the laws of the State of Florida ("Telant"), having its principal office deemed to be at Suite 601, 502 Brickell Key Dr. Miami Florida, and Telant Investments (Canada), Ltd., a corporation organized and existing under the laws of Ontario, Canada ("Telant 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 Board of Directors of Telant deem it desirable and in the best interest of the corporation to enter into this agreement;

WHEREAS, the shareholder of Telant approved this agreement and Plan of Revocation of Merger as of October __, 1998;

WHEREAS, the Board of Directors of 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. Revocation of Merger of the Corporations.

In accordance with and pursuant to Florida Statutes, Telant and Telant Canada agree to revoke the May 12, 1998 merger of the two entities; and the Parties agree to and prescribe the terms and conditions of such Revocation of Merger, the method of carrying it into effect, and the manner of separating the shares of Telant from the shares or other securities of Telant Canada as hereinafter set forth and declaring the Merger on May 12, 1998 which shall be void ab initio.

2. Shares to be Reinstated.

Telant's shares shall be separated from Telant Canada and reinstated.

3. Method of Dividing and Separating Shares.

The manner of reinstating 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 corporation shall be deemed reinstated without payment of any additional consideration and without conversion; and (ii) each issued and outstanding share of capital stock of Telant Canada, the unmerged corporation shall remain issued and outstanding.

4. Telant Investments (Canada) Ltd. and Telant Construction, Inc. to be Reinstated.

Telant shall be divided from Telant Canada and the corporate existence of Telant shall be reinstated and the corporate existence of Telant Canada shall be reinstated under the name Telant Canada, Telant Canada shall no longer be the owner, without other transfer, of all the rights and property of Telant.

5. Effective Date of Revocation of Merger.

The Revocation of Merger shall take effect as of May 12, 1998 subject to the provisions of Section 10 of this Agreement on the date the Articles of Revocation 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 Revocation of Merger is attached hereto as Exhibit A. Telant Canada and Telant shall continue to be legally effective corporations separate and apart from each other as if the merger never occurred and the revocation is effective as of May 12, 1998 and any such merger is void ab initio.

6. Principal Office

The principal office of Telant Canada shall remain the principal office of the corporation following this revocation of merger. The principal office of Telant shall be reinstated to exist in Florida.

7. Names and Addresses of Directors

The names and addresses of the persons who shall constitute the Board of Directors of Telant Canada, and Telant shall be as they were before the revoked merger of May 12, 1998.

8. Submission to Shareholders; Effective Date

This Agreement shall be submitted to the shareholders of the corporations in the manner provided by 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.

9. Abandonment of Merger

The Board of Directors of Telant Canada and the Board of Directors of Telant have determined, after the meeting of the shareholders of their respective corporations, that for legal (the May 12, 1998 Merger is not possible under Ontario law), 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, impractical to continue the merger, and the Board of Directors of the respective corporation has therefore agreed to consider the initial Merger of May 12, 1998 void ab initio by directing the officers of the corporations to revoke the Plan and Agreement of Merger and/or filing the Articles of Merger dated as of May 12, 1998, and thereupon the May 12, 1998 Agreement shall be void and of no effect.

10. Bylaws

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

11. Effective Revocation of Merger

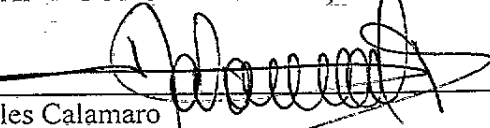
Telant will be separated from Telant Canada. The effect of the Revocation of Merger will be governed by Florida Statutes and the Champlain Towers East Condominium Documents. Telant Construction, Inc. will re-assume all contractual obligations and responsibilities related to the Champlain Towers Condominium 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 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 (CANADA) LTD.

By: 
Stephen Gonda
Authorized Representative

TELANT CONSTRUCTION, INC.

By: 
Charles Calamaro
Authorized Representative