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MERGER OR SHARE EXCHANGE

Betlach II Capital Limited Partnership

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

BETLACH II CAPITAL, LTD., A FLORIDA LIMITED PARTNERSHIP

INTO

**BETLACH II CAPITAL LIMITED PARTNERSHIP, A NEVADA LIMITED
PARTNERSHIP.** entity not qualified in Florida

File date: December 15, 1999

Corporate Specialist: Gretchen Harvey

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**ARTICLES OF MERGER
OF
BETLACH II CAPITAL, LTD., A FLORIDA LIMITED PARTNERSHIP
WITH AND INTO
BETLACH II CAPITAL LIMITED PARTNERSHIP,
A NEVADA LIMITED PARTNERSHIP**

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In accordance with Section 620.201, Florida Statutes, Betlach II Capital, Ltd, a Florida limited partnership (the "Florida Partnership") and Betlach II Capital Limited Partnership, a Nevada limited partnership (the "Nevada Partnership"), desiring to effect a plan of merger and reorganization of the Florida Partnership with and into the Nevada Partnership, do hereby submit the following Articles of Merger in accordance with Section 620.203, Florida Statutes.

1. The name and place of organization and governing law of each constituent entity are as follows: Betlach II Capital, Ltd., is a Florida limited partnership organized under the laws of the State of Florida and governed by the laws of the State of Florida (Florida Document #A99000000709), whose principal office address is 8362 Pines Boulevard, Suite 257, Pembroke Pines, Florida 33024 and Betlach II Capital Limited Partnership, is a Nevada limited partnership organized under the laws of the State of Nevada and governed by the laws of the State of Nevada, whose principal office address is 955 S. Virginia Street, Suite 116, Reno, Nevada 89502. Betlach II Capital Limited Partnership, the Nevada limited partnership, shall be the surviving entity in the merger.

2. A Merger Agreement and Plan of Merger and Reorganization entered into by and among the Nevada Partnership, its partners, and the Florida Partnership and its partners (the "Plan of Merger") providing for the merger of the Florida Partnership with and into the Nevada Partnership, as the surviving entity, has been adopted by each constituent entity.

3. The Plan of Merger, attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein, was approved by the Nevada Partnership in accordance with the respective laws of the State of Nevada.

4. The Plan of Merger, attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein, meets the requirements of Section 620.201, Florida Statutes, and was approved by the Florida Partnership in accordance with Chapter 620, Florida Statutes.

5. The Merger shall be effective on December 15, 1999 at 11:59 p.m. Eastern Standard Time.

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6. a. The Nevada Partnership, as surviving entity, is a Nevada limited partnership whose principal office address is 955 S. Virginia Street, Suite 116, Reno, Nevada 89502.

b. The Nevada Partnership, as the surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting partners of the Florida Partnership that is a party to the merger.

c. The Nevada Partnership, as the surviving entity, agrees to promptly pay to the dissenting partners of the Florida Partnership that is a party to the merger, the amount, if any, to which they are entitled under Section 620.205, Florida Statutes.

7. The Nevada Partnership, as the surviving entity, pursuant to Section 620.202(2) Florida Statutes, has obtained the written consent of Betlach Family Corporation, the general partner of the Florida Partnership, who, as a result of the merger, becomes a general partner of the Nevada Partnership.

8. The merger is permitted under the respective laws of the States of Florida and Nevada and is not prohibited by the partnership agreements of the Nevada Partnership or Florida Partnership.

IN WITNESS WHEREOF, the foregoing Articles of Merger were executed in accordance with the laws of each party's applicable jurisdiction on the 16 day of November, 1999.

The "Nevada Partnership"

BETLACH II CAPITAL LIMITED PARTNERSHIP, a
Nevada limited partnership

By: Betlach Corporation, General Partner

By: Charles J. Betlach
CHARLES J. BETLACH, II, President

The "Florida Partnership"

BETLACH II CAPITAL, LTD.,
a Florida limited partnership

By: Betlach Family Corporation, General Partner

By: Charles J. Betlach
CHARLES J. BETLACH, II, President

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**MERGER AGREEMENT AND
PLAN OF MERGER AND REORGANIZATION FOR
BETLACH II CAPITAL, LTD., A FLORIDA LIMITED PARTNERSHIP AND
BETLACH II CAPITAL LIMITED PARTNERSHIP, A NEVADA LIMITED
PARTNERSHIP**

THIS MERGER AGREEMENT AND PLAN OF MERGER AND REORGANIZATION ("Agreement of Merger") is made and entered into this 24th day of November, 1999 by and among **Betlach II Capital Limited Partnership**, a Nevada limited partnership (the "Nevada Partnership"), **Betlach Corporation**, a Nevada corporation, the Nevada Partnership's General Partner, **Charles J. Betlach, II** ("Charles Betlach"), **John F. Betlach** ("John Betlach") as the limited partners (hereinafter the General Partner and the Limited Partners of the Partnership may be collectively referred to as the "Nevada Partners" and singly as the "Nevada Partner"), and **Betlach II Capital, Ltd.**, a Florida limited partnership (the "Florida Partnership") and **Betlach Family Corporation**, a Florida corporation, as the Florida Partnership's General Partner and **Charles Betlach** and **John Betlach** as the limited partners of the Florida Partnership (hereinafter the General Partner and the Limited Partners of the Florida Partnership may be collectively referred to as the "Florida Partners" and singly as the "The Florida Partner"). Hereinafter the Nevada Partnership and the Florida Partnership may sometimes be referred to as the Constituent Entities and singly as the Constituent Entity.

RECITALS:

This Agreement of Merger is made and entered into with reference to the following facts:

- A. The Nevada Partnership is a duly organized and validly existing limited partnership under the laws of the State of Nevada, whose address is 955 South Virginia Street, Suite 116, Reno, Nevada 89502.
- B. The Nevada Partners entered into an Agreement of Limited Partnership of **Betlach II Capital Limited Partnership** dated November 24, 1999, wherein there was created the **Betlach II Capital Limited Partnership** pursuant to the provisions of Chapter 88 of Nevada Revised Statutes (the "Nevada Partnership Agreement"). A Certificate of Limited Partnership for the Nevada Partnership was filed with the Secretary of State of the State of Nevada on November 24, 1999 as File No. LP3081-99.

- C. The Nevada Partners of the Nevada Partnership own the following percentage interests in the profits and losses of the Partnership:

	<u>Percentage Interest</u>
General Partner Betlach Corporation	.86%

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Limited Partners:

Charles Betlach 14.28%

John Betlach 84.86%Total 100%

E. The Florida Partnership is a duly organized and validly existing Limited Partnership under the laws of the State of Florida, whose address is 11204 N.W. 14th Court, Pembroke Pines, Florida 33026. The Certificate of Limited Partnership was filed with the Secretary of State of the State of Florida in accordance with the Florida Revised Uniform Limited Partnership Act on May 3, 1999.

F. The Florida Partners entered into an Agreement of Limited Partnership of Betlach II Capital, LTD dated effective as of May 3, 1999 (the "Florida Partnership Agreement").

G. The Florida Partners own the following percentage interests in the profits and losses of the Florida Partnership:

	Percentage Interest
General Partner	
Betlach Corporation	.86%
Limited Partners:	
Charles Betlach	14.28%
<u>John Betlach</u>	<u>84.86%</u>
Total	<u>100%</u>

H. The Nevada Partners and the Florida Partners deem it advisable and generally in the welfare of both Constituent Entities that the Nevada Partnership and the Florida Partnership be merged under and pursuant to the Mergers and Exchanges of Interest Laws of the State of Nevada, particularly Chapter 92A of the Nevada Revised Statutes and Section 620.201 of the Florida Statutes, into a single entity existing under the laws of the State of Nevada (such entity in its capacity as such surviving entity being sometimes referred to herein as the "Surviving Entity") in a transaction qualifying as a merger within the meaning of Section 708(b)(2)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, based on the foregoing recitals and in consideration of the promises and of the mutual agreements, covenants and provisions hereinafter set forth, the parties hereto agree that the Florida Partnership shall be merged into the Nevada Partnership and hereby agree upon and prescribe the terms and conditions of such merger and the manner of carrying the same into effect, as follows:

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1. Merger. The Florida Partnership shall be merged into the Nevada Partnership. The separate existence of the Florida Partnership shall cease on the Effective Date of the merger, as hereinafter defined, except insofar as it may be continued by law or in order to carry out the purposes of this Agreement of Merger.

2. Filing of Articles of Merger; Effective Time of Merger. If this Agreement of Merger is executed by the Constituent Entities, the Nevada Partners and the Florida Partners, then Articles of Merger shall be filed with the Secretary of State of the State of Nevada in accordance with Nevada Revised Statutes §92A.200 and the Department of State of the State of Florida in accordance with Section 620.203, Florida Statutes. The merger shall become effective as of December 15, 1999 at 8:59 P.M. P.S.T. (which date is herein referred to as the "Effective Date").

3. Name of Surviving Entity; Certificate of Limited Partnership and Agreement of Limited Partnership.

3.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Betlach II Capital Limited Partnership.

3.2 Certificate of Limited Partnership. The Certificate of Limited Partnership of the Nevada Partnership, as in effect immediately before the Effective Date, shall from and after the Effective Date be and continue to be the Certificate of Limited Partnership of the Surviving Entity until changed or amended as provided by law.

3.3 Agreement of Limited Partnership. The Agreement of Limited Partnership of the Nevada Partnership as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Agreement of Limited Partnership of the Surviving Entity until amended as provided for therein.

4. Rights and Liabilities of Surviving Entity. At and after the Effective Date, the Surviving Entity shall possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Entities. All and singular, rights, privileges, powers and franchises of each of the Constituent Entities, and all property, whether real, personal or mixed, and all debts due to any of the Constituent Entities on whatever account, as well as all causes of action or belonging to each of the Constituent Entities, shall be vested in the Surviving Entity.

All property rights, privileges, powers and franchises, and all other interests shall be thereafter vested as the property of the Surviving Entity, and the title to any real or personal property, whether by deed or otherwise, vested in either of the Constituent Entities, shall not revert or be in any way impaired by reason hereof provided:

(a) That all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced

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against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it; and

(b) That either the Nevada Partners or the Florida Partners, or both, may, in their discretion, abandon such merger, subject to the right of the parties under any contracts relating thereto, at any time before the merger becomes effective as provided by the laws of the States of Nevada and Florida; and

(c) That any proceeding pending against either of the Constituent Entities may be continued as if the merger had not taken place or the Nevada Partnership may be substituted in the proceeding for Florida Partnership.

5. Powers of the Nevada General Partner and General Partner of Constituent Entities to Execute Necessary Instruments of Title After Merger. If at any time the Surviving Entity shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest or to perfect or confirm of record or otherwise in the Surviving Entity the title to any property of either Constituent Entity, the Florida General Partner or the Nevada General Partner, as applicable, of each Constituent Entity, may execute and deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as to best prove, confirm and ratify title to such property in the Surviving Entity or to otherwise carry out the purposes of the merger and the terms of the Agreement of Merger. The Surviving Entity shall have the same power and authority to act with respect to any debts, liabilities and duties of the Constituent Entities as the Constituent Entities would have had, had they continued in existence.

6. Manner of Converting Partnership Interests and Rights to Acquire Partnership Interests of Each Constituent Entity. For purposes of this Section 6, all capitalized words or terms not otherwise defined in this Agreement of Merger will have the meaning ascribed to them in the Florida Partnership Agreement or the Nevada Partnership Agreement, as applicable. By virtue of the merger, and without any action on the part of any Nevada Partner or any Florida Partner, each Florida Partner's Interest in the Florida Partnership shall be merged with his or her Interest in the Nevada Partnership and, as a result thereof, each Florida Partner shall own the same Percentage Interest and the same interest in Profits and Losses in the Nevada Partnership as such Florida Partner had in the Florida Partnership. Each Florida Partner's Capital Account as of the Effective Date shall be combined with his or her respective Capital Account in the Nevada Partnership immediately prior to the Effective Date and the aggregated Capital Accounts shall become such Nevada Partner's Capital Account in the Nevada Partnership as of the Effective Date.

7. General Partner and Resident Agent. Until the election and qualification of his successor, the General Partner of the Surviving Entity shall be Betlach Corporation whose business address is 955 South Virginia Street, Suite 116, Reno, Nevada 89502. The resident agent of the Surviving Entity shall be the resident agent of the Nevada Partnership in office on the Effective Date.

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8. Florida Partners' Dissenters Rights.

8.1 The Nevada Partnership, as the surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting Florida Partners of the Florida Partnership.

8.2 The Nevada Partnership, as the surviving entity, agrees to promptly pay to the dissenting Florida Partners of the Florida Partnership, the amount, if any, to which they are entitled under Section 620.205, Florida Statutes.

9. Miscellaneous.

9.1 For the convenience of the parties hereto any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

9.2 This Agreement of Merger shall be binding on, and shall inure to the benefit of the parties hereto, their respective legal representatives, successors and assigns.

9.3 This Agreement of Merger shall be construed in accordance with, and governed by, the laws of the State of Nevada and the State of Florida.

IN WITNESS WHEREOF, this Agreement of Merger has been executed by the Nevada Partnership, its Nevada Partners, the Florida Partnership and the Florida Partners to evidence their agreement to and adoption of the foregoing Agreement of Merger.

The Nevada "Partnership":

Betlach II Capital Limited Partnership,
a Nevada limited partnership

Betlach Corporation, General Partner

By: Charles J. Betlach, II
Charles J. Betlach, II, President

The "Nevada Partners":

Betlach Corporation, General Partner

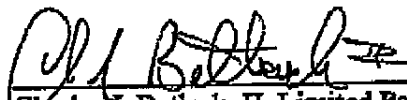
By: Charles J. Betlach, II
Charles J. Betlach, II, President

Charles J. Betlach, II
Charles J. Betlach, II, Limited Partner

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The "Florida Partnership":


 Charles J. Betlach, II, Limited Partner


 John F. Betlach, Limited Partner

 Betlach II Capital, Ltd.
 a Florida Limited Partnership

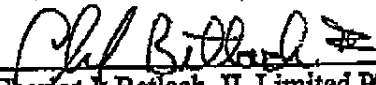
Betlach Family Corporation, General Partner

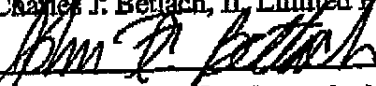
 By: 
 Charles J. Betlach, II, President

The "Florida Partners":

Betlach Family Corporation, General Partner

 By: 
 Charles J. Betlach, II, President


 Charles J. Betlach, II, Limited Partner


 John F. Betlach, Limited Partner
General Partner's Consent

Betlach Family Corporation, the general partner of the Florida Partnership, who, as a result of the merger, becomes a general partner of the Nevada Partnership, hereby consents to being a general partner of the Nevada Partnership pursuant to Section 620.202(2) Florida Statutes.

BETLACH FAMILY CORPORATION

 By: 
 Charles J. Betlach, II, President

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