

F95000003977

FISHMAN & MERRICK, P.C.

30 NORTH LA SALLE STREET
SUITE 3800
CHICAGO, ILLINOIS 60602

(312) 720-1224

FACSIMILE (312) 720-2040
TELEX 720300 HQ LOOP CGO

August 11, 1995

THE THAYER BUILDING
401 N. LA SALLE STREET
SUITE 1300
CHICAGO, ILLINOIS 60602
(312) 786-8100

FACSIMILE (312) 786-8111

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Terrace Holdings, Inc. ("THI")

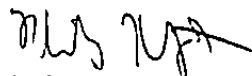
Dear Sir/Madam:

Enclosed for filing, please find the Application by Foreign Corporation for Authorization to Transact Business in Florida submitted on behalf of THI. I have also included a copy of THI's name reservation letter (reservation no. R 95000002586, a certificate of good standing issued by the Delaware Secretary of State on July 3, 1995, and a check, made payable to the Florida Department of State, in the amount of \$70.00 for the applicable filing fee and designation of registered agent fee.

Please stamp the enclosed duplicate copy of this Application for Authorization to indicate the date of filing and return it to me in the enclosed self-addressed stamped envelope.

Contact me if you have any questions.

Sincerely,



Philip Kantzler, Paralegal
for FISHMAN & MERRICK, P.C.

PK/db
Enclosures
2245/95284/dab1074

cc: Dr. Sam Lasko
Gerald L. Fishman, Esq.
Gerald M. Miller, Esq.

400001562884
-08/17/95--01007--012
*****70.00 *****70.00

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
AUG 15 1995
LC
8/17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1995

PHILIP KANTZLER
FISHMAN & MERRICK, P.C.
30 NORTH LA SALLE ST., STE. 3500
CHICAGO, IL 60602

The name TERRACE HOLDINGS, INC. has been reserved for 120 days beginning June 9, 1995. The reservation number is R95000002586 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 895A00028386

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Terraco Holdings, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 65-0594270
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 13, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 4100 North Hills Drive
Hollywood, Florida 33021
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may qualify to transact business as a foreign business corporation in Florida pursuant to the (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida); Florida Business Corporation Act.

9. Name and street address of Florida registered agent:

Name: Dr. Sam Lasko

Office Address: 4100 North Hills Drive

Hollywood, Florida, 33021
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Dr. Sam Lasko

Address: 4100 North Hills Drive
Hollywood, Florida 33021

Vice Chairman: _____

Address: _____

Director: Dr. Sam Lasko

Address: 4100 North Hills Drive
Hollywood, Florida 33021

Director: Jonathon Lasko

Address: 4100 North Hills Drive
Hollywood, Florida 33021

B. OFFICERS

President: Dr. Sam Lasko

Address: 4100 North Hills Drive
Hollywood, Florida 33021

Executive Vice President: Jonathon Lasko

Address: 4100 North Hills Drive
Hollywood, Florida 33021

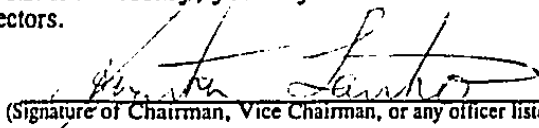
Secretary: Dr. Sam Lasko

Address: 4100 North Hills Drive
Hollywood, Florida 33021

Treasurer: Jonathon Lasko

Address: 4100 North Hills Drive
Hollywood, Florida 33021

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Jonathon Lasko, Executive Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TERRACE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JULY, A.D. 1995.

SECRET
DIVISION OF CORPORATE AFFAIRS
JUL 15 1995



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7562050

07-03-95

2512567 8300

950145165

F.95000003977



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

BON ADVENTURE KOSHER TOURS OF SOUTH FLORIDA, INC., a Florida
corporation, K38235

INTO

TERRACE HOLDINGS, INC., a Delaware corporation, F95000003977

File date: October 25, 1995

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 122.50

F95000003977

1201 H... S...
1141...
115...
901-222-0393 FAX



RECEIVED
95 OCT 25 PM 2:17
DIVISION OF CORPORATION

FILED
95 OCT 25 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 716560
AUTHORIZATION : Patricia P... 4029A
COST LIMIT : \$ 122.50

ORDER DATE : October 25, 1995

ORDER TIME : 9:51 AM

ORDER NO. : 716560

CUSTOMER NO: 4029A

000001619980

CUSTOMER: Philip Kantzler, Legal Asst
Fishman & Merrick, P.c.
Suite 3500
30 N. LaSalle Street
Chicago, IL 60602

ARTICLES OF MERGER

BON ADVENTURE KOSHER TOURS OF
SOUTH FLORIDA, INC.

INTO
TERRACE HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: _____

merger
10/25/95
JC

**ARTICLES OF MERGER
OF
BON ADVENTURE KOSHER TOURS OF SOUTH FLORIDA, INC.
(A Florida Corporation)
AND
TERRACE HOLDINGS, INC.
(A Delaware Corporation)**

FILED
55 OCT 25 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Bon Adventure Kosher Tours of South Florida, Inc., a Florida corporation, with and into Terrace Holdings, Inc., a Delaware corporation.

2. The shareholders of Bon Adventure Kosher Tours of South Florida, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on August 1, 1995 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Bon Adventure Kosher Tours of South Florida, Inc. with and into Terrace Holdings, Inc. is permitted by the laws of the jurisdiction of organization of Terrace Holdings, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Terrace Holdings, Inc. was August 1, 1995.

Executed on October 24th, 1995

**BON ADVENTURE KOSHER TOURS
OF SOUTH FLORIDA, INC.**

By: 

Dr. Samuel H. Lasko, President

TERRACE HOLDINGS, INC.

By: 

Dr. Samuel H. Lasko, President

PLAN OF MERGER adopted on August 1, 1995, by resolution of the Board of Directors of Bon Adventure Kosher Tours of South Florida, Inc., a business corporation organized under the laws of the State of Florida on October 12, 1988, and adopted on August 1, 1995, by resolution of the Board of Directors of Terrace Holdings, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Bon Adventure Kosher Tours of South Florida, Inc., a business corporation organized under the laws of the State of Florida, and Terrace Holdings, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Bon Adventure Kosher Tours of South Florida, Inc. plans to merge is Terrace Holdings, Inc.

1. Bon Adventure Kosher Tours of South Florida, Inc. ("Bon Adventure"), shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Terrace Holdings, Inc. ("Terrace") be merged with and into a single corporation, to wit, Terrace, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Bon Adventure, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 4,350 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation

with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.