

F99000002538



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 243989 4306424

AUTHORIZATION : *Patricia Pysko*

COST LIMIT : \$ 70

FILED
99 MAY 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 18, 1999

ORDER TIME : 1:06 PM

ORDER NO. : 243989-005

300002879033--2

CUSTOMER NO: 4306424

CUSTOMER: Ms. Sandy York
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

SPILLIS CANDELA & PARTNERS,
INC.

INTO

SCPI ACQUISITION CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

RECEIVED
99 MAY 18 PM 1:41
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE OF FLORIDA

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

Merger + N.C.

C. COULLETTE MAY 18 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPILLIS CANDELA & PARTNERS, INC., a Florida corporation, 363509

into

**SCPI ACQUISITION CORPORATION which changed its name to SPILLIS
CANDELA & PARTNERS, INC., a Delaware corporation F99000002538**

File date: May 18, 1999

Corporate Specialist: Cheryl Coulliette

**CERTIFICATE AND ARTICLES
OF MERGER
OF
SPILLIS CANDELA & PARTNERS, INC.
WITH AND INTO
SCPI ACQUISITION CORPORATION**

FILED
99 MAY 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(PURSUANT TO SECTIONS 251 AND 252 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE
AND
SECTION 607.1105 OF THE
BUSINESS CORPORATION ACT OF THE STATE OF FLORIDA)

1. The name and state of incorporation of each of the constituent corporations are:

- (a) SCPI Acquisition Corporation, a Delaware corporation; and
- (b) Spillis Candela & Partners, Inc., a Florida corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by SCPI Acquisition Corporation and Spillis Candela & Partners, Inc. in accordance with the provisions of Sections 251 and 252 of the General Corporation Law of the State of Delaware and Sections 607.1101, 607.1103 and 607.1107 of the Business Corporation Act of the State of Florida.

3. The Plan of Merger (as hereinafter defined) pursuant to which Spillis Candela & Partners, Inc. shall be merged with and into SCPI Acquisition Corporation (the "Merger"), was adopted by the Board of Directors of SCPI Acquisition Corporation by written consent dated March 19, 1999 (it being acknowledged that such board action was taken prior to issuance of any stock of SCPI Acquisition Corporation), in accordance with the Delaware General Corporation Law, and by the shareholders of Spillis Candela & Partners, Inc. by written consent to action dated March 18, 1999, in accordance with Section 607.1103 of the Florida Business Corporation Act.

4. The Merger (as hereinafter defined) shall become effective on the date of filing of the Certificate and Articles of Merger with the Secretary of States of the States of Delaware and Florida (the "Effective Date").

5. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

PLAN OF MERGER

(a) The name and state of incorporation of each of the constituent corporations are:

- (i) SCPI Acquisition Corporation, a Delaware corporation; and
- (ii) Spillis Candela & Partners, Inc., a Florida corporation.

(b) As of the Effective Date, Spillis Candela & Partners, Inc. will be merged with and into SCPI Acquisition Corporation which will be the surviving corporation (the "Merger").

(c) Upon the Effective Date, each share of Common Stock, par value \$0.10 per share, of Spillis Candela & Partners, Inc. issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive \$68.036, and shall cease to be outstanding and shall be canceled and retired. On the Effective Date, each share of Common Stock, no par value, of SCPI Acquisition Corporation issued and outstanding immediately prior to the Effective Date shall remain outstanding and each certificate therefor shall continue to evidence one share of Common Stock of SCPI Acquisition Corporation.

(d) The Certificate of Incorporation of SCPI Acquisition Corporation shall be the certificate of incorporation of the surviving corporation, with the following amendment which is effected by the Merger:

Article 1, which currently provides in its entirety as follows:

"1. The name of the Corporation is SCPI Acquisition Corporation."

shall be amended to provide in its entirety as follows:

"1. The name of the Corporation is Spillis Candela & Partners, Inc."

6. The name of the surviving corporation, after the amendment to the Certificate of Incorporation referred to above, is Spillis Candela & Partners, Inc.

7. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, Spillis Candela & Partners, Inc., at 800 Douglas Entrance, Coral Gables, Florida 33134.


8. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, Spillis Candela & Partners, Inc., on request and without cost, to any stockholder of any constituent corporation.

9. The authorized capital stock of Spillis Candela & Partners, Inc. is 300,000 shares of common stock, par value \$0.10 per share.

IN WITNESS WHEREOF, SCPI Acquisition Corporation and Spillis Candela & Partners, Inc. have caused this Certificate and Articles of Merger to be signed by its President and attested by its Secretary as of the 18th day of May, 1999.

SCPI ACQUISITION CORPORATION, a
Delaware corporation

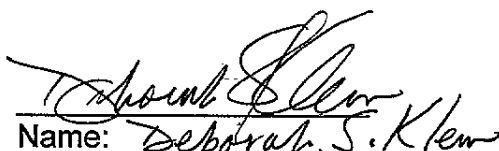
ATTEST:

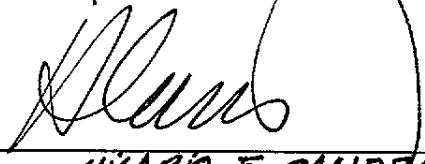

Name: Dennis W. Tons
Title: Secretary

By: 
Name: R. Keefe Griffith
Title: President

SPILLIS CANDELA & PARTNERS, INC.,
a Florida corporation

ATTEST:


Name: Deborah S. Klen
Title: Asst. Secy.

By: 
Name: HILARIO F. CANDELA
Title: PRESIDENT

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