

H 73139

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ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

JACER INVESTMENTS, INC., a Florida corporation, 661811

INTO

AVIGNON REALTY, INC., a Florida corporation, H73139

File date: December 26, 1996, effective January 1, 1997

Corporate Specialist: Linda Stitt

DEC-26 1996

H73139

FILM 2nd

12/26/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000018017 9))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: KATZ, BARRON, SQUITERO & FAUST, P.A. ACCT#: 072627002473
CONTACT: ALBERT J XIQUES PHONE: (305)856-2444 FAX #: (305)285-9227
NAME: AVIGNON REALTY, INC.
AUDIT NUMBER.....H96000018017

DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..1 PAGES..... 6
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

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1-1-1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H96000018017

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
JACER INVESTMENTS, INC.
INTO
AVIGNON REALTY, INC.

The undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes §607.1105:

1. The names and jurisdictions of incorporation of all parties to the merger are the following:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
JACER INVESTMENTS, INC.	Florida
AVIGNON REALTY, INC.	Florida

2. The surviving corporation of the merger is AVIGNON REALTY, INC.
3. The Plan and Agreement of Merger attached hereto as Exhibit "A" was approved in the name of and on behalf of each of the parties to the Merger.
4. No amendments to the Articles of Incorporation of AVIGNON REALTY, INC., the surviving corporation, are to be effected by the merger.

Fax Audit No. H96000018017
This instrument prepared by:
Richard B. Ivans, Esq.
Fla. Bar No. 137540
KATE, BARRON, SQUITERO, FAUST & BERMAN
3699 South Bayshore Drive, 7th floor
Miami, Florida 33133
(305)856-2444

EFFECTIVE DATE
1-1-1997

Fax Audit No. H96000018017

- 5. The Plan and Agreement of Merger was unanimously adopted by the shareholders of JACER INVESTMENTS, INC. on December 23, 1996.
- 6. The Plan and Agreement of Merger was unanimously adopted by the shareholders of AVIGNON REALTY, INC., on December 23, 1996.
- 7. The merger shall be effective on January 1, 1997.
- 8. Each share of stock of JACER INVESTMENTS, INC. shall be cancelled.

Dated: December 23, 1996.

JACER INVESTMENTS, INC.

AVIGNON REALTY, INC.

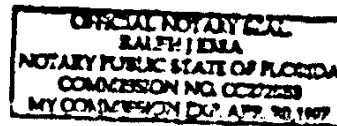
By: [Signature]
JOSE A. RUIZ, President

By: [Signature]
JOSE HERRERRA, President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ of December, 1996, by JOSE A. RUIZ, President of JACER INVESTMENTS, INC., who is personally known to me or who has produced _____ as identification.

[Signature]
RALPH J. FERRA
Notary Public
Serial Number _____
My Commission Expires: _____



Fax Audit No. H96000018017

Fax Audit No. H96000018017

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd of December, 1996, by JOSE HERRERA, President of AVIGNON REALTY, INC., who is personally known to me or who has produced as identification

See Jim Zimmerman

Notary Public
Serial Number
My Commission Expires

OFFICIAL NOTARY SEAL
JIM ZIMMERMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0001228
MY COMMISSION EXPIRES JUNE 15, 1998

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Fax Audit No. H96000018017

Fax Audit No. H96000018017

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96 DEC 26 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER OF
JACER INVESTMENTS, INC.
WITH AND INTO
AVIGNON REALTY, INC.

THIS PLAN AND AGREEMENT OF MERGER ("Merger Agreement") of the Constituent Corporations is made and entered into as of the 26th day of December, 1996 and constitutes a plan for the merger of JACER INVESTMENTS, INC. ("JACER") with and into AVIGNON REALTY, INC. ("AVIGNON"), each of them being a Florida corporation (collectively, the "Constituent Corporations").

1. Surviving Corporation. JACER shall merge with and into AVIGNON, with AVIGNON being the surviving corporation (the "Surviving Corporation").

2. Effective Date. The merger referred to above (the "Merger") shall be effective as of January 1, 1997 (the "Effective Date").

3. Terms and Conditions of Merger. On the Effective Date, the Merger shall be effective, with the effect provided by Section 607.1106, Florida Statutes, the separate existence of JACER shall cease, the capital stock of JACER shall be canceled, and AVIGNON, as the Surviving Corporation, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Incorporation, as previously amended, and By-Laws of AVIGNON.

4. Articles of Incorporation, By-Laws, Directors and Officers. From and after the Effective Date, (a) the Articles of Incorporation of AVIGNON, as previously amended, shall constitute the Articles of Incorporation of the Surviving Corporation, until amended in accordance with the Florida General Corporation Act, (b) the By-laws of AVIGNON shall constitute the By-laws of the Surviving Corporation, until amended in accordance with the Articles of Incorporation of the Surviving Corporation, as in effect from time to time, the By-laws of the Surviving Corporation and the Florida General Corporation Act, and (c) the directors and officers of AVIGNON shall continue in the respective offices of the Surviving Corporation until their successors have been elected or appointed and qualified.

Fax Audit No. H96000018017

Fax Audit No. H96000018017

5. Authority of Directors and Officers. The Boards of Directors and the Shareholders of both Constituent Corporations have deemed it advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that JACER merge into and with AVIGNON. The approval and adoption of this Merger Agreement by the Board of Directors and the Shareholder of each of the Constituent Corporations shall be recorded in the minutes of their respective meetings, or in the resolutions respectively adopted by unanimous consent; and, unless previously terminated in accordance with the terms hereof, the Constituent Corporations shall submit the Articles of Merger in the form attached hereto and incorporating the terms of this Merger Agreement for filing and recording in accordance with the applicable laws of the State of Florida.

The Boards of Directors of both Constituent Corporations are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan and Agreement of Merger, including, without limitation, the filing and recording of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service and any other governing bodies and the payment of all taxes due and payable thereunder.

6. Amendment. This Merger Agreement may be amended by majority vote of the Board of Directors of both Constituent Corporations at any time and in any respect.

7. Abandonment. This merger may be abandoned by majority vote of the Board of Directors of both Constituent Corporations at any time before the filing of the Articles of Merger with respect thereto with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger to be executed on their respective behalfs and caused its corporate seal to be affixed

Fax Audit No. H96000018017

Fax Audit No. H96000018017

hereto and attested by its President and Secretary, all as of the day and year first above written.

JACER INVESTMENTS, INC.,
a Florida corporation

By: *[Signature]*
JOSE A. RUIZ, President

Attested to
By: *[Signature]*
JOSE HERRERA, Secretary

[Corporate Seal]

AVIGNON REALTY, INC.,
a Florida corporation

By: *[Signature]*
JOSE HERRERA, President

By: *[Signature]*
JOSE A. RUIZ, Secretary

[Corporate Seal]

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H73139

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

PLETER INVESTMENTS, INC., a Florida corporation, 663596

INTO

AVIGNON REALTY, INC., a Florida corporation, H73139

File date: December 26, 1996, effective January 1, 1997

Corporate Specialist: Linda Stitt

H73139

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12/26/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000018016 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: KATZ, BARRON, SQUITERO & FAUST, P.A.
CONTACT: ALBERT J XIQZES
PHONE: (305)856-2444

ACCT#: 072627002473

FAX #: (305)285-9227

NAME: AVIGNON REALTY, INC.

AUDIT NUMBER.....H96000018016

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS...1

PAGES..... 6

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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12/26/96

FLORIDA DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Original
Linder*

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1-1-1997

Fax Audit No. H96000018016

FILED
96 DEC 26 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
PLETER INVESTMENTS, INC.
INTO
AVIGNON REALTY, INC.

The undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes §607.1105:

- 1. The names and jurisdictions of incorporation of all parties to the merger are the following:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
PLETER INVESTMENTS, INC.	Florida
AVIGNON REALTY, INC.	Florida

- 2. The surviving corporation of the merger is AVIGNON REALTY, INC.
- 3. The Plan and Agreement of Merger attached hereto as Exhibit "A" was approved in the name of and on behalf of each of the parties to the Merger.
- 4. No amendments to the Articles of Incorporation of AVIGNON REALTY, INC., the surviving corporation, are to be effected by the merger.

EFFECTIVE DATE
1-1-1997

Fax Audit No. H96000018016
This instrument prepared by:
Richard B. Ivans, Esq.
Fla. Bar No. 137540
KATZ, BARRON, SQUITERO, FAUST & BERMAN
2699 South Bayshore Drive, 7th floor
Miami, Florida 33133
(305)856-2444

Fax Audit No. H96000018016

- 5. The Plan and Agreement of Merger was unanimously adopted by the shareholders of PLETER INVESTMENTS, INC. on December 23, 1996.
- 6. The Plan and Agreement of Merger was unanimously adopted by the shareholders of AVIGNON REALTY, INC., on December 23, 1996.
- 7. The merger shall be effective on January 1, 1997.
- 8. Each share of stock of PLETER INVESTMENTS, INC. shall be cancelled.

Dated: December 23, 1996.

PLETER INVESTMENTS, INC.

AVIGNON REALTY, INC.

By: *Jose M. Herrera*
 JOSE HERRERRA, President

By: *Jose M. Herrera*
 JOSE HERRERRA, President

STATE OF FLORIDA)
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd of December, 1996, by JOSE HERRERRA, President of PLETER INVESTMENTS, INC., who is personally known to me or ~~who has produced~~ as identification.

See Jim Zimmerman

Notary Public
 Serial Number
 My Commission Expires

OFFICIAL NOTARY SEAL
 JIM ZIMMERMAN
 NOTARY PUBLIC STATE OF FLORIDA
 TRANSMISSION NO. 000000
 COMMISSION EXT. JUNE 15, 1999

Fax Audit No. H96000018016

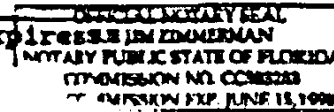
Fax Audit No. H96000018016

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23^d of December, 1996, by JOSE HERRERA, President of AVIGNON REALTY, INC., who is personally known to me ~~or who has produced~~ as identification.

Lee Jim Zimmerman

Notary Public
Serial Number
My Commission Expires



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER OF
PLETER INVESTMENTS, INC.
WITH AND INTO
AVIGNON REALTY, INC.

THIS PLAN AND AGREEMENT OF MERGER ("Merger Agreement") of the Constituent Corporations is made and entered into as of the 23 day of December, 1996 and constitutes a plan for the merger of PLETER INVESTMENTS, INC. ("PLETER") with and into AVIGNON REALTY, INC. ("AVIGNON"), each of them being a Florida corporation (collectively, the "Constituent Corporations").

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4. Articles of Incorporation, By-Laws, Directors and Officers. From and after the Effective Date, (a) the Articles of Incorporation of AVIGNON, as previously amended, shall constitute the Articles of Incorporation of the Surviving Corporation, until amended in accordance with the Florida General Corporation Act, (b) the By-laws of AVIGNON shall constitute the By-laws of the Surviving Corporation, until amended in accordance with the Articles of Incorporation of the Surviving Corporation, as in effect from time to time, the By-laws of the Surviving Corporation and the Florida General Corporation Act, and (c) the directors and officers of AVIGNON shall continue in the respective offices of the Surviving Corporation until their successors have been elected or appointed and qualified.

Fax Audit No. H96000018016

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5. Authority of Directors and Officers. The Boards of Directors and the Shareholders of both Constituent Corporations have deemed it advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that PLETER merge into and with AVIGNON. The approval and adoption of this Merger Agreement by the Board of Directors and the Shareholder of each of the Constituent Corporations shall be recorded in the minutes of their respective meetings, or in the resolutions respectively adopted by unanimous consent; and, unless previously terminated in accordance with the terms hereof, the Constituent Corporations shall submit the Articles of Merger in the form attached hereto and incorporating the terms of this Merger Agreement for filing and recording in accordance with the applicable laws of the State of Florida.

The Boards of Directors of both Constituent Corporations are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan and Agreement of Merger, including, without limitation, the filing and recording of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service and any other governing bodies and the payment of all taxes due and payable thereunder.

6. Amendment. This Merger Agreement may be amended by majority vote of the Board of Directors of both Constituent Corporations at any time and in any respect.

7. Abandonment. This merger may be abandoned by majority vote of the Board of Directors of both Constituent Corporations at any time before the filing of the Articles of Merger with respect thereto with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger to be executed on their respective behalfs and caused its corporate seal to be affixed

Fax Audit No. H96000018016

Fax Audit No. H96000018016

hereto and attested by its President and Secretary, all as of the day and year first above written.

PLETER INVESTMENTS, INC.,
a Florida corporation

By: *J. Herrera*
JOSE HERRERRA, President

Attested to

By: *Alicia Torres*
ALICIA DE TORRES, Secretary

[Corporate Seal]

AVIGNON REALTY, INC.,
a Florida corporation

By: *J. Herrera*
JOSE HERRERRA, President

By: *Jose K. Kujz*
JOSE K. KUJZ, Secretary

[Corporate Seal]

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Fax Audit No. H96000018016