

H82335

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October 21, 1998

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations - Merger Unit
409 E. Gaines Street
Tallahassee, FL 32399

Re: La Cita Development, Inc. - Articles of Merger

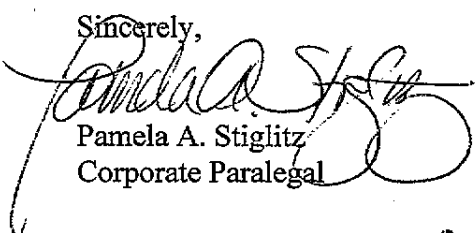
Dear Sir/Madam:

Enclosed please find one signed original copy of Articles of Merger whereby La Cita Development, Inc., a Florida corporation, merges with and into EKS Properties, Inc., also a Florida corporation. Please file the Articles of Merger and return two certified copies to the undersigned's attention. A self-addressed, stamped envelope is enclosed for your convenience.

Also enclosed are our checks, one in the amount of \$122.50, made payable to "Florida Department of State," as the fee for the merger (\$35 per party = \$70) and one certified copy (\$52.50), and an additional check in the amount of \$52.50 as the fee for a second certified copy.

Thank you for your assistance. Please call if you have any questions regarding this matter.

Sincerely,


Pamela A. Stiglitz
Corporate Paralegal

Enclosures

cc: Michael E. Neukamm, Esq. (without enclosures)
Lisa A. Specht, Esq. (without enclosures)

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****122.50 ****122.50

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-10/22/98--01043--008
*****52.50 *****52.50

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OCT 26 1998
TALLAHASSEE
MERGER

PAUSKIPSTIGLITZKESFL DOS LA CITA MERGER.vpd

ARTICLES OF MERGER
Merger Sheet

MERGING:

LA CITA DEVELOPMENT, INC., a Florida corporation, H06298

INTO

EKS PROPERTIES, INC., a Florida corporation, H82335

File date: October 22, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
and
CERTIFICATE OF OWNERSHIP
Merging
LA CITA DEVELOPMENT, INC.,
a Florida corporation,
With and Into
EKS PROPERTIES, INC.,
a Florida Corporation

FILED
98 OCT 22 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EKS PROPERTIES, INC. ("EKS Properties"), a Florida corporation, and LA CITA DEVELOPMENT, INC. ("La Cita"), a Florida corporation, pursuant to the provisions of the Florida Business Corporation Act, adopt the following Articles of Merger and make the following certifications:

1. La Cita was incorporated in the State of Florida on May 30, 1984, Florida Department of State Document Number H06298, pursuant to the Florida Business Corporation Act, the provisions of which permit the merger of a Florida subsidiary corporation into a Florida parent corporation.
2. EKS Properties was incorporated in the State of Florida on October 24, 1985, Florida Department of State Document Number H82335, pursuant to the Florida Business Corporation Act, the provisions of which permit the merger of a Florida subsidiary corporation into a Florida parent corporation.
3. EKS Properties owns one hundred percent (100%) of the outstanding stock of La Cita.

4. In accordance with the provisions of Section 607.1103(7) and 607.1104(1)(a) of the Florida Business Corporation Act, the consent of the shareholders of EKS Properties to this merger is not required.

5. The Board of Directors of EKS Properties, by unanimous consent dated as of April 27, 1998, adopted resolutions authorizing the adoption of a Plan and Agreement of Merger, as attached hereto as "Exhibit A," and the filing of these Articles of Merger with the Florida Department of State.

6. In accordance with the provisions of Section 607.1104(1)(a) of the Florida Business Corporation Act, the consent of the shareholder of La Cita to this merger is not required.

7. The sole director of La Cita, by written consent dated as of April 27, 1998, adopted resolutions authorizing the adoption of a Plan and Agreement of Merger, as attached hereto as "Exhibit A," and the filing of these Articles of Merger with the Florida Department of State.


8. The sole shareholder of La Cita has waived, in writing, the mailing of a copy or summary of the Plan and Agreement of Merger, as required by Section 607.1104(2) of the Florida Business Corporation Act.

9. Since EKS Properties has approved the merger, and since EKS Properties is the sole shareholder of La Cita, there can be no dissenting shareholders of La Cita who could dissent from the merger.

10. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of EKS Properties at any time prior to the date of filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, EKS Properties has caused this document to be signed by
Malcolm R. Kirschenbaum, its Vice President, and La Cita has caused this document to be signed
by Malcolm R. Kirschenbaum, its Vice President, this 30th day of April, 1998.

EKS PROPERTIES, INC., a Florida corporation

By: 
Malcolm R. Kirschenbaum, Vice President

LA CITA DEVELOPMENT, INC., a Florida
corporation

By: 
Malcolm R. Kirschenbaum, Vice President

EXHIBIT "A"

**PLAN AND AGREEMENT
OF MERGER
between
EKS PROPERTIES, INC.,
a Florida corporation
and
LA CITA DEVELOPMENT, INC.,
a Florida corporation**

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of the 27th day of April, 1998, by and between **EKS PROPERTIES, INC.** ("EKS Properties"), a Florida corporation, and **LA CITA DEVELOPMENT, INC.** ("La Cita"), a Florida corporation, providing that La Cita shall merge with and into EKS Properties (the "Surviving Corporation"), pursuant to the terms and conditions contained herein and in accordance with Florida Business Corporation Act, effective as of the close of business on the day that EKS Properties files Articles of Merger with the Florida Department of State in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Merger").

WHEREAS, La Cita is a corporation organized under the laws of the State of Florida, with its principal place of business located at 914 Dixon Boulevard, Cocoa, Florida 32922; and

WHEREAS, EKS Properties is a corporation organized under the laws of the State of Florida, also having its principal place of business at 914 Dixon Boulevard, Cocoa, Florida 32922; and

WHEREAS, La Cita is authorized to issue 7,500 shares of common stock, at \$1.00 par value (the "La Cita Stock"), 500 shares of which are currently issued and outstanding, all of which are owned by its parent corporation, EKS Properties; and

WHEREAS, EKS Properties is authorized to issue 7,500 shares of common stock, at \$1.00 par value (the "EKS Properties Stock"), 625 shares of which are currently issued and outstanding; and

WHEREAS, Section 607.1104 of the Florida Business Corporation Act permits the merger of a Florida subsidiary corporation with and into a Florida parent corporation; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree to and adopt the following:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporation	La Cita Development, Inc., a Florida corporation
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Name of Surviving Corporation	EKS Properties, Inc., a Florida corporation
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1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), La Cita shall be merged with and into EKS Properties, the separate existence of La Cita shall cease, and EKS Properties, as the Surviving Corporation, shall continue its corporate existence under the laws of the State of Florida.

1.3 Effective Time. The Effective Time of the Merger shall be as of the close of business on the day that EKS Properties files Articles of Merger with the Florida Department of State in accordance with Section 607.1105 of the Florida Business Corporation Act.

1.4 Rights and Obligations of the Surviving Corporation. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of La Cita; and all property and assets of La Cita shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of La Cita.

ARTICLE II

2.1 EKS Properties Stock. At the Effective Time, each share of EKS Properties Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$1.00 par value, of the Surviving Corporation. No shares of EKS Properties Stock shall be issued to the shareholder of La Cita or to any other person or entity in connection with the Merger.

2.2 No Conversion. Since all of the common stock of La Cita is owned by EKS Properties, upon consummation of the Merger, no conversion of the issued and outstanding La Cita Stock into EKS Properties Stock is necessary.

2.3 Surrender of La Cita Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of La Cita is required; instead, from and after the Effective Time, all such certificates shall be deemed for all purposes surrendered and canceled. Because all of the common stock of La Cita is owned by EKS Properties, no consideration shall be given or paid for the surrender of the La Cita Stock.

2.4 Closing of La Cita Transfer Book. From and after the Effective Time, the stock transfer books of La Cita shall be closed and no transfer of shares of La Cita Stock shall thereafter be made.

ARTICLE III

3.1 EKS Properties Articles of Incorporation. The Articles of Incorporation of EKS Properties in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 EKS Properties Bylaws. The Bylaws of EKS Properties in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 EKS Properties Board of Directors. The membership of the Board of Directors of EKS Properties in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and qualified and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE IV

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the Florida Department of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the sole director of La Cita and the Board of Directors of EKS Properties shall be subject to the limitations specified in the Florida Business Corporation Act.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Florida Department of State, whether before or after adoption of this Plan and Agreement of Merger by the sole director of La Cita or the Board of Directors of EKS Properties, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Filing of Articles of Merger. After obtaining approvals by the sole director of La Cita and the Board of Directors of EKS Properties, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, EKS Properties and La Cita have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers as of the 27th day of April, 1998.

EKS PROPERTIES, INC., a Florida corporation

By: 
Malcolm R. Kirschenbaum, Vice President

LA CITA DEVELOPMENT, INC., a Florida corporation

By: 
Malcolm R. Kirschenbaum, Vice President