



THE UNITED STATES
CORPORATION
COMPANY

J60261

FILED
97 NOV 25 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 609449 7111586

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 21, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 609449-010

CUSTOMER NO: 7111586

CUSTOMER: E. John Lopez, Esq
Norton Gurley Hammersley &
Suite 610
1819 Main Street
Sarasota, FL 34236

FILE 2nd

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*****70.00 *****70.00

EFFECTIVE DATE

11-20-97

ARTICLES OF MERGER

ME INVESTMENTS, INC.

INTO

GEOFCOTT GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Handwritten initials: Merson, DGE, Eules

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DIVISION OF CORPORATIONS

J60261

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ME INVESTMENTS, INC., a Florida corporation, document number
P93000015507

INTO

THE GEOFCOTT GROUP, INC., a Florida corporation, J60261.

File date: November 25, 1997 , effective November 30, 1997

Corporate Specialist: Karen Gibson

EFFECTIVE DATE
11-30-97

ARTICLES OF MERGER
OF ME INVESTMENTS, INC. INTO
GEOFCOTT GROUP, INC.

FILED
97 NOV 25 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101, et. seq. of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein. The effective date of the Plan of Merger is November 30, 1997.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>Date</u>
GEOFCOTT GROUP, INC., A Florida corporation	October 21, 1997
ME INVESTMENTS, INC., A Florida corporation	October 21, 1997

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
GEOFCOTT GROUP, INC.	100
ME INVESTMENTS, INC.	100

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
GEOFCOTT GROUP, INC.	100	0
ME INVESTMENTS, INC.	100	0


Dated: November 17, 1997.

[Corporate Seal]



GEOFCOTT GROUP, INC.
A Florida corporation,


By: 
Its: President

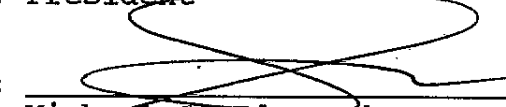
and: 
Its: Secretary

[Corporate Seal]



ME INVESTMENTS, INC.,
A Florida corporation,

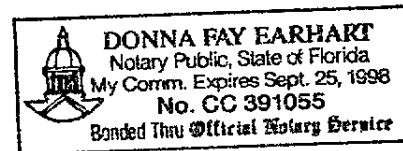
By: 
Its: President

and: 
Its: Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17 day of November, 1997, by MICHAEL G. EDGECOMBE, as President of GEOFCOTT GROUP, INC. and by MICHAEL G. EDGECOMBE, as Secretary of GEOFCOTT GROUP, INC., who is (Notary choose one) [X] personally known to me, or [] who has produced _____ as identification.

Donna Fay Earhart
Signature of Notary Public
Printed name: Donna Fay Earhart
My Commission expires: _____



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17 day of November, 1997, by MICHAEL G. EDGECOMBE, as President of ME INVESTMENTS, INC., and by MICHAEL G. EDGECOMBE, as Secretary of ME INVESTMENTS, INC., who is (Notary choose one) [X] personally known to me, or [] who has produced _____ as identification.

Donna Fay Earhart
Signature of Notary Public
Printed name: Donna Fay Earhart
My Commission expires: _____

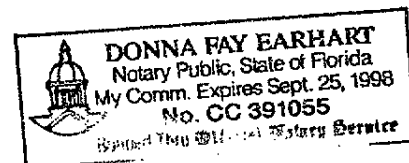


EXHIBIT "A"

PLAN OF MERGER

PLAN OF MERGER dated October 21, 1997, between GEOFCOTT GROUP, INC., a Florida corporation (hereinafter referred to as "GG" or "Surviving Corporation"), and ME INVESTMENTS, INC., a Florida corporation (hereinafter referred to as "ME" or "Absorbed Corporation").

WITNESSETH:

WHEREAS, GG is a corporation organized and existing under the laws of the State of Florida with its principal office at 1368 Harbor Drive, Sarasota, FL 34239; and

WHEREAS, GG has a capitalization of Five Hundred (500) authorized shares of \$1.00 Par Value Common Stock, of which ONE HUNDRED (100) shares are issued and outstanding; and

WHEREAS, ME is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1368 Harbor Drive, Sarasota, FL 34239; and

WHEREAS, ME has a capitalization of Five Hundred (500) authorized shares of \$1.00 Par Value Common Stock of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that ME be merged into GG pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act, in order that the transaction

qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective November 30, 1997, ME shall merge with and into GG, which will be the Surviving Corporation. The name of the Surviving Corporation shall be GEOFCOTT GROUP, INC.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the \$1.00 Par Value Common Stock of ME issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 Par Value Common Stock of

GG, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of Common Stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. One additional share of the Surviving Corporation shall be issued for each one share of the Absorbed Corporation surrendered in exchange therefor.

SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as a C Corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, a C Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of one member. The Director of the Surviving

Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Surviving Corporation or until his successor has been duly elected or appointed and qualified:

Michael G. Edgecombe.

The officers of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Board of Directors or until his successors have been duly elected or appointed and qualified:

President:	Michael G. Edgecombe
Vice President:	Michael G. Edgecombe
Secretary:	Michael G. Edgecombe
Treasurer:	Michael G. Edgecombe

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding Common Shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before October 21, 1997, or at such other time as to

which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be November 30, 1997.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before November 30, 1997.

SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.



GEOFCOTT GROUP, INC.,
a Florida Corporation

By: 

Michael G. Edgecombe
Its: President

Attest: 

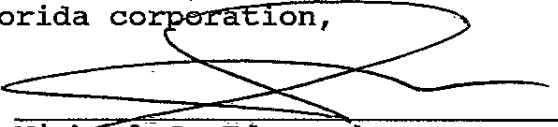
Michael G. Edgecombe
Secretary



(Corporate Seal)

ME INVESTMENTS, INC.,
a Florida corporation,

By:


Michael G. Edgecombe

Its: President

Attest:


Michael G. Edgecombe
Secretary

ejl:dfe\corp\plan-of.mer