

J78701

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TCHINE II, INC., a Florida corporation, M80264

INTO

TCHINE, INC., a Florida corporation, J78701.

File date: April 1, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

J 78701

ACCOUNT NO. : 072100000032

REFERENCE : 313958 5021572

AUTHORIZATION : Patricia Pzyub

COST LIMIT : \$ 70.00

ORDER DATE : April 1, 1997

ORDER TIME : 9:21 AM

ORDER NO. : 313958-005

800002130018--3

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
Grocock Loftis & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

ARTICLES OF MERGER

TCHINE II, INC.

INTO

TCHINE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

4/1
Jon Menger

FILED
97 APR -1 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 APR -1 PM 10:40
DIVISION OF CORPORATION

ARTICLES OF MERGER
of
TCHINE II, INC.
into
TCHINE, INC.

FILED

97 APR -1 PM 12: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 607.214 and 607.221, Tchine II, Inc. and Tchine, Inc., each being a corporation validly formed and existing under the laws of the State of Florida, hereby adopt these Articles of Merger.

1. The name of the corporation surviving the merger is Tchine, Inc. ("Surviving Corporation").
2. The name of the nonsurviving corporation (the "Absorbed Corporation") is Tchine II, Inc.
3. The Plan of Merger is set forth in Exhibit A, attached hereto and made a part hereof.
4. No changes in the Articles of Incorporation of the surviving corporation have been made.
6. The Plan of Merger was adopted by the Board of Directors and Shareholders of Tchine, Inc., and of the Absorbed Corporation on March 26, 1997.
7. The Effective date of the merger shall be March 31, 1997.

Dated this 26th day of March, 1997.

"SURVIVING CORPORATION"

TCHINE, INC.

By: _____

Guy J. Masquefa

"ABSORBED CORPORATION"

TCHINE II, INC.

By: _____

Guy J. Masquefa

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is adopted this 26th day of March, 1997, by Tchine, Inc., a Florida corporation (the "Surviving Corporation"), and Tchine II, Inc., a Florida corporation (the "Absorbed Corporation").

Background

The Surviving Corporation is a corporation organized and validly existing under the laws of the State of Florida.

The Absorbed Corporation is a corporation organized and validly existing under the laws of the State of Florida.

The Board of Directors of each of the Surviving Corporation and the Absorbed Corporation deem it desirable and in the best business interests of each of the corporations and their respective shareholders that the Absorbed Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

Terms of Plan

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

2. Terms and Conditions. On the Effective Date of the merger, as defined herein, 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.

3. Cancellation of Shares. The Surviving Corporation and the Absorbed Corporation have identical shareholders. Upon the Effective Date, each outstanding and issued share of common stock of the Absorbed Corporation, by virtue of the merger and without further action on the part of the holder thereof, shall be automatically canceled. Each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the Effective Date will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

4. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the Effective Date.

5. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date.

6. Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Expenses of Merger. The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.

8. Approval of Plan. This Plan of Merger shall be approved by the consent of the Board of Directors of the Surviving Corporation and the Absorbed Corporation.


9. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be March 31, 1997.

10. Rights of Shareholders of Absorbed Corporations. The provisions of Sections 607.1301, 1302, and 1320, Florida Statutes shall govern the right of dissenting Shareholders of the Absorbed Corporation, if any, to the merger.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written, to become effective as provided for herein.

"SURVIVING CORPORATION"

TCHINE, INC.

By: 
Guy J. Masquefa, President

"ABSORBED CORPORATION"

TCHINE II, INC.

By: 
Guy J. Masquefa, President

forms/corp/planmerger