

K44506

ARTICLES OF MERGER
Merger Sheet

MERGING:

NIC-LEE, INC., a Florida corporation, document number P93000082362

INTO

BRIJEN, INC., a Florida corporation, K44506

File date: August 19, 1997

Corporate Specialist: Karen Gibson

K 44506
NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

UNITED NATIONAL BANK TOWER
1645 PALM BEACH LAKES BOULEVARD
SUITE 1200
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 686-3307
FACSIMILE (561) 686-5442

WILL A. NASON (1924-1979)

ALAN I. ARMOUR II
GARY N. GERSON
SUZANNE M. GLEIBER
ELAINE JOHNSON JAMES
JEFFREY B. KAHN
DOMENICK R. LIOCE

NATHAN E. NASON
MARK A. PACHMAN
AMANDA LYNN PARKS
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

August 18, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: BRIJEN, INC. AND NIC-LEE, INC. - MERGER
File No. 4477/9497

Dear Sir or Madam:

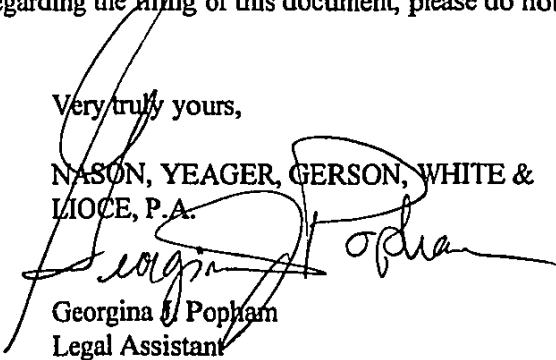
Enclosed herewith for filing is the original Articles of Merger of the above referenced corporations, together with a check payable to the "Secretary of State" in the amount of \$122.50 in payment of the required filing fees.

Please provide us with a certified copy at the address given above.

Should you have any questions regarding the filing of this document, please do not hesitate to contact me directly at (561) 471-3520.

Very truly yours,

NASON, YEAGER, GERSON, WHITE &
LIOCE, P.A.


Georgina U. Popham
Legal Assistant

Enclosures: Check
Articles
cc: Jeffrey B. Kahn, Esq.

DOCS4477/9497/LSOSART.MERGER.GJP.doc

ARTICLES OF MERGER

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

1. The undersigned corporations being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

Name of Corporation

NIC-LEE, INC.

BRIJEN, INC.

2. The name of the surviving corporation is BRIJEN, INC. and it is to be governed by the laws of the State of Florida.

3. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.

4. No changes in the Articles of Incorporation of the surviving corporation have been made.

5. The Plan of Merger was adopted by the shareholders of each corporation on August 8, 1997.

6. The following Plan of Merger was approved by the shareholders of NIC-LEE, INC. and BRIJEN, INC. in the manner prescribed by the Florida General Corporation Act:

NIC-LEE, INC., a Florida corporation is to be merged into BRIJEN, INC., a Florida corporation which will then be the surviving corporation. The terms of the merger are that the shareholders of NIC-LEE, INC., will transfer 1,000 shares of such corporation in exchange for 500 shares of BRIJEN, INC. which will then be the surviving corporation and will assume all of the assets and liabilities of NIC-LEE, INC. The shares of NIC-LEE, INC. will then be canceled. There is to be no additional consideration paid.

7. 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 of such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Entitled to Vote</u>
NIC-LEE, INC.	1,000	Common	1,000
BRIJEN, INC.	500	Common	500

FILED
97 AUG 19 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 AUG 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>			
	<u>For</u>	<u>Total Voted</u>	<u>Voting Class</u>	<u>Voted For</u> <u>Voted Against</u>
NIC-LEE, INC.		1,000	Common	1,000 -0-
BRIJEN, INC.		500	Common	500 -0-

Dated August 8, 1997.

BRIJEN, INC.

By: Cara Molyneux
CARA MOLYNEX, Its President

NIC-LEE, INC.

By: Michael C. Molyneux
Michael C. Molyneux, Its President