

Document Number Only

K47717

CT Corporation System
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-07/05/00--01089--020
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*****70.00 *****70.00

CORPORATION(S) NAME

Milbuck Holdings, Inc.
merging: Vista International Hotels (Florida), Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability ADR
Document _____
Examiner ADR
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/05/00

7/5/00

FILED
00 JUL 15 PM 3:35
RECEIVED
00 JUL -5 PM 12:33
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

VISTA INTERNATIONAL HOTELS (FLORIDA), INC., a Fla corp. K47717

,

INTO

MILBUCK HOLDINGS, INC., a Delaware corporation not qualified in Florida

File date: July 5, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Milbuck Holdings, Inc.

Jurisdiction

Delaware

Second: The name and jurisdiction of each merging corporation is:

Name

Vista International Hotels (Florida), Inc.

Jurisdiction

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on June 16, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 16, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Milbuck Holdings, Inc.	Delaware
_____	_____

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Vista International Hotels (Florida), Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

Please see attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of common stock of Vista International Hotels (Florida), Inc. shall be canceled and each outstanding share of Milbuck Holdings, Inc. shall remain outstanding and unchanged as a share of Milbuck Holdings, Inc.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

None

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

None

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of June __, 2000 (the "Merger Agreement"), between VISTA INTERNATIONAL HOTELS (FLORIDA), INC., a Florida corporation ("Vista Florida") and MILBUCK HOLDINGS, INC., a Delaware corporation ("Milbuck Holdings"). Vista Florida and Milbuck Holdings are hereinafter sometimes collectively called the "Constituent Corporations."

RECITALS

WHEREAS, the Board of Directors, and the respective sole stockholder, of each of the Constituent Corporations have declared advisable and determined that it is in the best interest of such Constituent Corporation and its respective stockholder that the Constituent Corporations merge under and pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") into a single corporation, in which Milbuck Holdings shall be the surviving corporation, and have approved this Merger Agreement and the merger contemplated hereby (the "Merger");

NOW, THEREFORE, the parties to this Merger Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said Merger and mode of carrying the same into effect as follows:

ARTICLE I

THE MERGER

SECTION 1.01 The Merger. Upon the terms hereof, and in accordance with the relevant provisions of the DGCL, at the Effective Time (as defined in Section 1.02 hereof), Vista Florida shall be merged with and into Milbuck Holdings. Following the Merger, Milbuck Holdings shall continue as the surviving corporation (the "Surviving Corporation") and shall continue its corporate existence and organization under the laws of the State of Delaware, and the separate existence of Vista Florida shall thereupon cease.

SECTION 1.02 Effective Time. The Merger shall become effective upon the later of the filing of the Articles of Merger in the State of Florida or the filing of the Certificate of Merger in the State of Delaware (the time the Merger becomes effective being the "Effective Time").

SECTION 1.03 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Milbuck Holdings, as in effect at the Effective Time, shall constitute and

continue to be the Certificate of Incorporation of the Surviving Corporation until further amended or changed as provided therein or by law.

SECTION 1.04 By-laws. At the Effective Time, the By-laws of Milbuck Holdings, as in effect at the Effective Time, shall constitute and continue to be the By-laws of the Surviving Corporation until amended or changed as provided therein or by law.

SECTION 1.05 Directors. The directors of Milbuck Holdings at the Effective Time shall be and remain the directors of the Surviving Corporation, and each shall hold office until their respective successors are duly elected and qualified.

SECTION 1.05 Officers. The officers of Milbuck Holdings at the Effective Time shall be and remain the officers of the Surviving Corporation, and each shall hold office until their respective successors are duly elected and qualified.

SECTION 1.07 Effect of the Merger. The Surviving Corporation shall succeed, without other transfer, to all of the rights and property of Vista Florida, and shall be subject to all the debts and liabilities thereof in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens put on the property of each of the Constituent Corporations shall be preserved as unimpaired.

SECTION 1.08 Confirmatory Instruments. If any time after the Effective Time the Surviving Corporation shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in it of the title of either of the Constituent Corporations to any of the property rights of the Constituent Corporations, the appropriate officers or directors of either of the Constituent Corporations are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all other acts or things, in the name of Vista Florida or in the name of Milbuck Holdings, as may be requisite or desirable to carry out the provisions of this Merger Agreement.

ARTICLE II

MANNER OF CONVERTING SHARES

SECTION 2.01 Conversion of Securities. At the Effective Time, each share of common stock of Vista Florida shall, by virtue of the Merger, automatically be canceled, without any payment of any consideration to the holders thereof, and all rights in respect thereof shall cease to exist. At the Effective Time, each share of common stock of Milbuck Holdings outstanding immediately prior to the Effective Time shall, by virtue of the Merger, and without any action on the part of the holder thereof, remain outstanding and unchanged as a share of common stock of Milbuck Holdings, as the Surviving Corporation.

ARTICLE III

MISCELLANEOUS

SECTION 3.01 Termination of Merger. This Merger Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time by mutual written consent of both of the Board of Directors of the Constituent Corporations.

SECTION 3.02 Execution in Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each party to this Merger Agreement has caused it to be executed by an authorized officer, and attested by the Secretary, thereof as the respective act, deed and agreement of each of said corporations, on this ____ day of June, 2000.

VISTA INTERNATIONAL HOTELS (FLORIDA),
INC.

By: _____
Name: Howard Friedman
Title: President

ATTEST:

By: _____
Name: Paul Lierman
Title: Secretary

MILBUCK HOLDINGS, INC.

By: _____
Name: Howard Friedman
Title: President

ATTEST:

By: _____
Name: Paul Lierman
Title: Secretary