



THE UNITED STATES
CORPORATION
COMPANY

K87662

99 DEC -2 PM 12:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 485586 121767A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : November 17, 1999

Merger

ORDER TIME : 11:09 AM

500003058935--7

ORDER NO. : 485586-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

ARTICLES OF MERGER

RITZ-PLAZA HOTEL CORP.

INTO

TWO STEP CORPORATION

X02259 00524 00672

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILE 1st

RECEIVED

99 DEC 12 PM 12:14

ARTICLES OF MERGER
Merger Sheet

MERGING:

RITZ-PLAZA HOTEL CORP., a Florida corporation K87662

INTO

TWO STEP CORPORATION. a Delaware corporation not qualified in Florida

File date: December 2, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 2, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: RITZ-PLAZA HOTEL CORP.
Ref. Number: K87662

RESUBMIT
Please give original
submission date as file date.

We have received your document for RITZ-PLAZA HOTEL CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Articles of Merger for Florida profit and foreign profit corporations are filed according to Chapter 607.1101-607.1105. I have enclosed a form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 199A00057074

RECEIVED
99 DEC -6 PM 1:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
RITZ-PLAZA HOTEL CORP.
(a Florida corporation)
INTO
TWO STEP CORPORATION
(a Delaware corporation)**

99 DEC -2 PM 12:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), Ritz-Plaza Hotel Corp., a Florida corporation (the "Merging Company"), hereby submits these Articles of Merger for the purpose of merging itself with and into Two Step Corporation, a Delaware corporation (the "Surviving Company") (the "Merger"):

FIRST: The name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ritz-Plaza Hotel Corp. 1701 Collins Avenue Miami Beach, FL 33139	Florida	Corporation
Florida Document/Registration Number:	<u>K87662</u>	FEI Number: <u>65-0118631</u>

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Two Step Corporation 1701 Collins Avenue Miami Beach, FL 33139	Delaware	Corporation

THIRD: The attached Plan of Merger meets the requirements of section 607.1101 of the Act, and was adopted by the shareholders of the Merging Company on November 16, 1999 in accordance with Chapter 607, Florida Statutes.

FOURTH: The attached Plan of Merger was adopted by the shareholders of the Surviving Company on November 16, 1999.

FIFTH: The Surviving company hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of the Merging Company.

SIXTH: The Surviving Company agrees to pay the dissenting shareholders of the Merging Company the amount, if any, to which they are entitled under section 607.1302 of the Act.

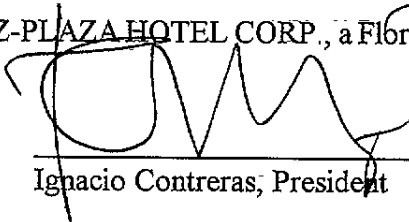
SEVENTH: This Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Executed as of the 1 day of December, 1999

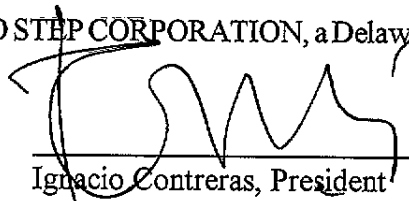
RITZ-PLAZA HOTEL CORP., a Florida corporation

By:


Ignacio Contreras, President

TWO STEP CORPORATION, a Delaware corporation

By:


Ignacio Contreras, President

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AGREEMENT AND PLAN OF MERGER

This *AGREEMENT AND PLAN OF MERGER* ("Agreement"), is entered into by and between **RITZ-PLAZA HOTEL CORP.**, a Florida corporation ("Florida Corp."), and **TWO STEP CORPORATION**, a Delaware corporation ("Delaware Corp."). Florida Corp. and Delaware Corp. are herein collectively referred to as the "Companies".

WHEREAS, Florida Corp. is a corporation organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, Delaware Corp. is a corporation organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, Florida Corp. and Delaware Corp. have identical shareholders who own identical interests in each Company;

WHEREAS, in order to facilitate the Companies' businesses the respective directors of the Companies deem it advisable and in the best interests of the Companies that Florida Corp. merge into Delaware Corp. (the "Merger") pursuant to the terms of this Agreement, and that Delaware Corp. be the surviving corporation of such Merger;

NOW, THEREFORE, for and in consideration of the premises and the mutual agreements and covenants contained herein, the receipt and sufficiency of which the Companies hereby acknowledge, the Companies hereby agree that Florida Corp. shall be merged into Delaware Corp. (hereinafter sometimes referred to as the "Surviving Corp.") and that the terms and conditions of the Merger shall be as follows:

FIRST: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
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Ritz-Plaza Hotel Corp.	Florida
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SECOND: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
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Two Step Corporation	Delaware
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THIRD: The terms and conditions of the Merger are as follows:

Section 1. Surviving Corporation: Registered Office. Subject to the provisions of this Agreement, at the Effective Time (as defined below), the Companies shall be merged into a single corporation as follows: (i) Florida Corp. shall merge with and into Delaware Corp., which shall be the Surviving Corp. and which shall exist by virtue of and be governed by the laws of the State of Delaware, (ii) the address of Delaware Corp.'s principal office in the State of Delaware shall be unchanged from its address prior to the Merger and (iii) the Surviving Corp. shall be named "TWO STEP CORPORATION."

Section 2. Effective Time. The Merger shall be effective, and the "Effective Time" of the Merger shall be, immediately upon filing the Articles of Merger with the Florida Secretary of State and the Certificate of Merger with the Delaware Secretary of State.

Section 3. Effect of Merger.

(a) At the Effective Time, the separate existences of Florida Corp. and Delaware Corp. shall be merged into and continued in the Surviving Corp., and the Surviving Corp. shall be deemed to be the same as Delaware Corp. and Florida Corp. All rights, franchises and interests of Florida Corp. and Delaware Corp., respectively, in and to any type of property, contract and chose in action shall be transferred to and vested in the Surviving Corp. by virtue of the Merger without any deed or other transfer. The Surviving Corp., without the intervention of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by Florida Corp. and Delaware Corp., respectively, immediately prior to the Effective Time.

(b) At the Effective Time, the Surviving Corp. shall be liable for all debts, liabilities and obligations of Florida Corp. and Delaware Corp. All debts, liabilities and obligations of Florida Corp. and Delaware Corp. shall be those of the Surviving Corp. as if the Surviving Corp. had itself incurred the debts, liabilities and obligations, and shall not be released or impaired by the Merger. All rights of creditors and other obligees and all liens on the property of either Florida Corp. or Delaware Corp. shall be preserved unimpaired by the Merger.

(c) No shareholders of either the Florida Corp. or the Delaware Corp. will, as a result of the Merger, become personally liable for the liabilities or obligations of the Surviving Corp. or any other person or entity unless such member consents to becoming personally liable by action taken in connection with this Agreement.

Section 4. Conversion of Interests. At the Effective Time, the interests of Florida Corp. shall be canceled without consideration and without further action on the part of the owners thereof or the Surviving Corp. At the Effective Time, all interests of Delaware Corp. issued and outstanding prior to the Merger shall be deemed to be all of the interests of the Surviving Corp.

Section 5. Certificate of Incorporation, Bylaws, Directors and Officers of the Surviving Corp.

(a) The Certificate of Incorporation of Delaware Corp. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corp. after the Effective Time.

(b) The Bylaws of Delaware Corp. in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corp. after the Effective Time.

(c) The directors and officers of Delaware Corp. immediately prior to the Effective Time shall be the directors and officers of the Surviving Corp. after the Effective Time.

Section 6. Approval. The obligations of the Companies under this Agreement are subject to the approval and adoption of this Agreement and the Merger by the not less than the percentage of the shareholders of each such Company as required by the laws of the state of formation of such Company and the articles of incorporation and bylaws of such Company.

Section 7. Miscellaneous. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed as of the 1 day of December, 1999

RITZ-PLAZA HOTEL CORP., a Florida corporation

By: 

Ignacio Contreras, President

TWO STEP CORPORATION, a Delaware corporation

By: 

Ignacio Contreras, President

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