

L29296

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

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FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
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*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

December 9, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: ARTICLES OF MERGER OF GLADIOLUS
Hold: 1995 INVESTMENTS, INC., SUNNINGDALE
INVESTMENTS, INC. AND WENTWORTH
INVESTMENTS, INC. INTO FALCON U.S., INC.

300002363393--7
-12/11/97-01043-004
****192.50 ****192.50

Dear Sir or Madam:

Enclosed herewith are proposed Articles of Merger for the referenced transaction, together with our check made payable to the Secretary of State in the amount of \$192.50, which covers the amount of fees pursuant to Florida Statute 706.0122(12) and the cost of a certified copy of the Certificate.

Please provide me with your Certificate of Merger at your earliest convenience. Do not hesitate to contact me should you have any questions or comments.

Sincerely,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
cc: Mr. Gene Solomon

VS DEC 18 1997

Merger

Mr. Kinsey gave Authorization
to correct name on 1st pg.
4/2/95

FILED
97 DEC 11 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLADIOLUS HOLDINGS, INC., a Florida corporation, K14116
SUNNINGDALE INVESTMENTS, INC., a Florida corporation, J73661
WENTWORTH INVESTMENTS, INC., a Florida corporation, J73655

INTO

FALCON U.S., INC., a Florida corporation, L29296

File date: December 11, 1997

Corporate Specialist: Velma Shepard

This Instrument Prepared By and Return to:
D. Hugh Kinsey, Jr.
SHEPPARD, BRETT, STEWART & HERSCH, P.A.
Attorneys at Law
2121 West First Street
P. O. Drawer 400
Fort Myers, Florida 33902

FILED
97 DEC 11 AM 11:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Holdings ~~INVESTMENTS~~
ARTICLES OF MERGER OF GLADIOLUS INVESTMENTS INC., SUNNINGDALE
INVESTMENTS INC., AND WENTWORTH INVESTMENTS INC.

INTO

FALCON U.S. INC.

Holdings ~~INVESTMENTS~~
These Articles of Merger of GLADIOLUS INVESTMENTS INC.,
SUNNINGDALE INVESTMENTS INC., AND WENTWORTH INVESTMENTS (the
"Subsidiaries") into FALCON U.S. INC. (the "Parent").

Pursuant to Section 607.1105, Florida Statutes, Parent and the
Subsidiaries adopt the following Articles of Merger.

1. The Short Form Agreement and Plan of Merger between
Parent and Subsidiaries was approved and adopted by the shareholders of
Parent on Dec. 5th, 1997, and was adopted by the Board of Directors of
the Subsidiaries on Dec. 5th, 1997. Since Shareholder approval of the
Plan of Merger is not required by the shareholders of the Subsidiaries pursuant
to Section 607.1103 (7), Florida Statutes.

2. Pursuant to the Plan of Merger, all issued and outstanding
shares of stock in the Subsidiaries will be acquired by means of the merger of
the Subsidiaries into the Parent.

3. The Plan of Merger is hereto as Exhibit "A", and incorporated
by reference is fully set forth herein.

4. Pursuant to Section 607.1105 (1)(b), Florida Statutes, the
effective date of the these Articles of Merger shall be October 31, 1997.

IN WITNESS WHEREOF, the Parent and Subsidiaries have hereunto set their hands this 5TH day of DECEMBER, 1997.

GLADIOLUS HOLDINGS, INC.

By: _____

Its pres.

Witness, _____

Wanda Napolsky
Printed Name of Witness

Witness _____

Gene Solomon
Printed Name of Witness

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 5TH day of DECEMBER, 1997, by SAMIR FANSA, as _____ of GLADIOLUS HOLDINGS, INC., who is (☒) personally known to me or who has () produced _____ as identification.

Signature of Notary Public



My Commission CC342589

Expires Jan. 18, 1998

Printed Name of Notary:

800-422-1555

Gene Solomon

(SEAL)

Comm. No.:

Comm. Exp. Date:

SUNNINGDALE INVESTMENTS, INC.

Witness

Printed Name of Witness

Witness

Printed Name of Witness

By:

Its

STATE OF FLORIDA

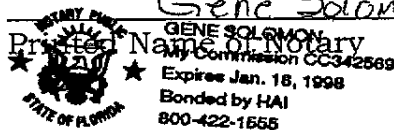
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 5TH day of DECEMBER, 1997, by SAMIA FANSA, as _____ of SUNNINGDALE INVESTMENTS, INC., who is (X) personally known to me or who has () produced _____ as identification.

Signature of Notary Public

Printed Name of Notary

Comm. Exp. Date:
(SEAL)



WENTWORTH INVESTORS, INC.

Witness

Printed Name of Witness

Witness

Printed Name of Witness

By:

Its VIS. PRS.

STATE OF FLORIDA

COUNTY OF Lee

Execution of the foregoing instrument was acknowledged before me this 5TH day of DECEMBER, 1997, by SAMIR FANSA, as _____ of WENTWORTH INVESTORS, INC., who is (☒) personally known to me or who has () produced _____ as identification.

(SEAL)

Comm. No.:

Comm. Exp. Date:

Signature of Notary Public

Printed Name of Notary



GENE SOLOMON
My Commission CG342563
Expires Jan. 18, 1998
Bonded by HAI
800-422-1555

SHORT FORM AGREEMENT AND PLAN OF MERGER OF GLADIOLUS
HOLDINGS, INC., A FLORIDA CORPORATION, SUNNINGDALE INVESTMENTS,
INC., A FLORIDA CORPORATION, AND WENTWORTH INVESTMENTS, INC., A
FLORIDA CORPORATION

INTO

FALCON U.S., INC., A FLORIDA CORPORATION

This SHORT FORM AGREEMENT AND PLAN OF MERGER dated this
5TH day of DECEMBER, 1997, made by and among FALCON U.S.,
Inc., a Florida Corporation ("Parent") and GLADIOLUS HOLDINGS INC., a
Florida Corporation, SUNNINGDALE INVESTMENTS INC., a Florida
Corporation, and WENTWORTH INVESTMENTS INC., a Florida Corporation
("Subsidiaries").

W I T N E S S E T H

WHEREAS, the Subsidiaries desire to merge with and into Parent, with
Parent being the surviving corporation (the "Merger") upon the terms, and
subject to conditions, as set forth in this Plan of Merger (the "plan");

WHEREAS, Parent owns one hundred percent (100%) of the outstanding
common stock of the Subsidiaries;

WHEREAS, the Board of Directors of Parent has determined that it is
advisable that the Subsidiaries be merged into Parent on the terms and
conditions as set forth herein, in accordance with Section 607.1104, Florida
Statutes.

NOW, WHEREFORE, in consideration of the premises, the Parent and
Subsidiaries agree as follows:

1. **The Merger.**

a) The term "effective date" shall mean October 31,
1997.

b) On the effective date, the Subsidiaries shall be merged
with and into Parent. The separate existence of Subsidiaries shall cease at the
effective date and the existence of Parent shall continue unaffected and
unimpaired by the merger with all the rights, privileges, immunities, and
franchises, of a public as well as of a private nature, and subject to all the

EXHIBIT "A"

duties and liabilities of corporations organized under the laws of the State of Florida.

c) The Plan of Merger has been approved by the directors of Parent in accordance with Section 607.1104, Florida Statutes. Parent is the owner of one hundred percent (100%) of the outstanding stock of the Subsidiaries.

2. **Effects of the Merger.** At the effective date, Parent shall possess all the rights, privileges, immunities, and franchises, of a public and private nature, of the Subsidiaries, and shall be responsible and liable for all liabilities and obligations of the Subsidiaries, as more particularly set forth in Section 607.1106, Florida Statutes.

3. **Terms of the Transaction.** There are no minority or dissenting shareholders of the Parent or the Subsidiaries. As such, there will be no conversion of shares in the Subsidiaries. The owners of shares of Parent shall retain such shares. No new shares in Parent shall be issued.

4. **Assignment.** If at any time Parent shall consider it advisable that any further assignment or assurances are necessary or desirable to vest, effect, confirm, or record in Parent the title of any property or rights of the Subsidiaries, or to otherwise carry out the provisions hereof, the proper officers and directors of the Subsidiaries, as of the effective date, shall execute and deliver any and all proper deeds, assignments, or assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent.

5. **Expenses.** Parent shall pay all expenses of accomplishing the merger.

6. **Amendment.** Anytime before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the directors of Parent may amend This plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Department of State, but only if such Amended Articles can be filed before the effective date.

7. **Termination.** If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Merger may be terminated at any time before the effective date by resolution of the Board of Directors of Parent. Upon termination is provided herein, this Plan shall be void and of no further effect, and there shall be no liability by

reason of this Plan or the termination hereof on the part Parent or Subsidiaries, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the Parent and Subsidiaries have hereunto set their hands this 5TH day of DECEMBER, 1997.

Witness

Printed Name of Witness

Witness

Printed Name of Witness

Witness

Printed Name of Witness

Witness

Printed Name of Witness

Witness

Printed Name of Witness

Witness

Printed Name of Witness

GLADIOLUS HOLDINGS, INC.

By: _____

Its PRS

SUNNINGDALE INVESTMENTS, INC.

By: _____

Its VIS. PRS.

WENTWOOD INVESTORS, INC.

By: _____

Its VIS. PRS.

Witness

Printed Name of Witness

Witness

Printed Name of Witness

FALCON U.S., INC.

By:

Its