

L87733

Tuesday, February 10, 1998

Division of Corporations
Florida Department of State
P.O.Box 6327
Tallahassee, Fl. 32314

300002428403--3
-02/12/98--01022--007
*****70.00 *****70.00

Dear Madame / Sir :

Please find attached a check for \$ 70.00 covering the merge filing fees of this two corporations:

Annabella Bucheli Associates, Inc. and
ABA Architettura, Inc.

Please also find attached original and copy of :

Board of Directors resolution (both Corp.)
Shareholders resolution (both Corp.)
Plan and Agreement of Merger

Please remite the filing confirmation to : 4100 NE 2nd Avenue , Suite 210, Miami, Fl. 33137

Sincerely,



Annabella Bucheli
President

EA/vw
Encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 27 PM 1:21

APPROVED
AND
FILED

OK
10P8
L87733
Merge
2-27-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

ANNABELLA BUCHELI
4100 N.E. 2ND AVENUE
SUITE 210
MIAMI, FL 33137

SUBJECT: ANNABELLA BUCHELI ASSOCIATES, INC.
Ref. Number: L87733

We have received your document for ANNABELLA BUCHELI ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Articles of Merger must be submitted along with the Plan of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 898A00008577

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

ABA ARCHITETTURA, INC., a Florida corporation, document P93000065183

INTO

ANNABELLA BUCHELI ASSOCIATES, INC., a Florida corporation, L87733.

File date: February 27, 1998

Corporate Specialist: Carol Mustain

Article's ,
PLAN AND AGREEMENT OF MERGER BETWEEN
ANNABELLA BUCHELI ASSOCIATES, INC.
AND
ABA ARCHITETTURA, INC.

This Plan and Agreement of Merger is made and entered into on the 10th day of February 1998, by and between ANNABELLA BUCHELI ASSOCIATES, INC. a Florida Corporation, hereinafter referred to as the Surviving Corporation, and ABA ARCHITETTURA, INC. hereinafter referred to as the Merged Corporation, and said Corporations are hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH :

WHEREAS the Surviving corporation is organized and exist under the laws of the State of Florida, having filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on July 16, 1990, and having its registered office at 4100 NE 2nd Avenue, Suite 210, Miami, Florida 33137, and having as registered agent Annabella Bucheli, and

WHEREAS the Merged Corporation is organized and exists under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Florida on the 14th day of September 1993, and the address of its registered office is 4100 NE 2nd Avenue, Suite 210, Miami, Florida 33137, and the registered agent is Annabella Bucheli ;

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the statutes of the States of Florida, which permit such merger;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Corporation, by their Boards of Directors, do hereby agree as follows:

ARTICLE I

The Surviving Corporation and the Merged Corporation shall be merged into a single Corporation, in accordance with applicable provisions of the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 27 PM 1:21

APPROVED
AND
FILED

ARTICLE II

Upon the merger becoming effective under the laws of the State of Florida such time being referred to herein as the "EFFECTIVE DATE OF THE MERGER":

1 . The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent id any, provided by the laws of the State of Florida.

2 . The Surviving Corporation shall thereupon possess all the rights, privileges, immunities, licenses and permits; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations, shall bevested in the Surviving Corporation without further act of deed.

3 . The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation; and all existing or pending claim, actions or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.

4 . The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the Bylaws of the Surviving Corporation.

5 . The persons who will serve on the Board of Directors and officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger, incorporating all members of the Board of Directors and officers of the Merged Corporation as new Directors and Vice Presidents of the Surviving Corporation.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation.

ARTICLE IV

The shares of Annabella Bucheli Associates, Inc. would be the only shares of the Surviving Corporation.

ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Meager and the merger herein described into effect.

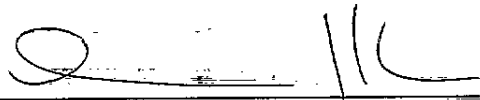
ARTICLE VI

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations for consideration at a meeting of shareholders held in accordance with the Bylaws of each Constituent Corporation and with the laws of their State of Florida. And upon (1) the approval by the shareholders of each Constituent Corporation and (2) the subsequent execution, filing of such documents shall then take effect and be the Plan of Merger of the Constituent Corporations.

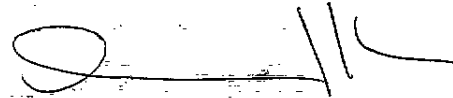
IN WITNESS WHEREOF, each Constituent Corporation acting by the authority set out in a resolution adopted by its Boards of Directors has directed this Plan and Agreement of Merger to be executed by the President and attested to by the Secretary of each Constituent Corporation, , and to have the corporate seal of each Constituent Corporation affixed hereto.

Attest :

Annabella Bucheli Associates, Inc.

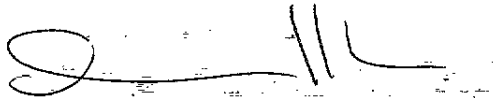


Secretary
Annabella Bucheli
Attest :

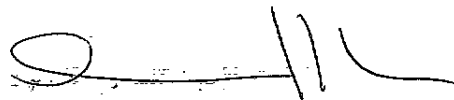


President
Annabella Bucheli

ABA Architettura, Inc.

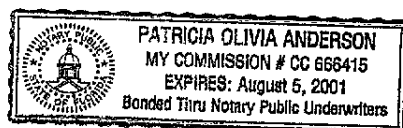


Secretary
Annabella Bucheli



President
Annabella Bucheli

*Personally Known
to me*



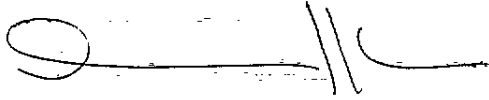
SHAREHOLDERS' RESOLUTION APPROVING MERGER OF ABA
ARCHITETTURA, INC. AND ANNABELLA BUCHELI ASSOCIATES, INC.

RESOLVED, that the Board of Directors of this Corporation is hereby authorized to execute the Merger with ANNABELLA BUCHELI ASSOCIATES, INC. adopting the Articles of Merger attached.

The undersigned, Annabella Bucheli, certifies that I am the duly appointed Secretary of ABA Architettura, Inc. and that the above is a true and correct copy of a resolution duly adopted at a meeting of the shareholders thereof, convened and held in accordance with law and the Bylaws of said Corporation on February 2nd, 1998, and that such resolution is now in full force and effect.

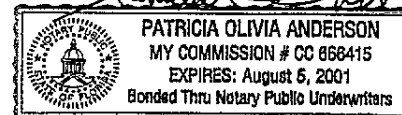
IN WITNESS THEREOF, I have affixed my name as Secretary of ABA Architettura, Inc. and have attached the seal of ABA Architettura, Inc. to this resolution.

Dated : February 2nd, 1998



Annabella Bucheli
Secretary

*Personally known
to me*



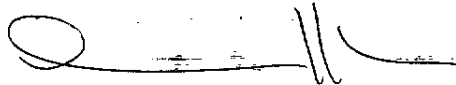
SHAREHOLDERS' RESOLUTION APPROVING MERGER OF ANNABELLA
BUCHELI ASSOCIATES, INC. AND ABA ARCHITETTURA, INC.

RESOLVED, that the Board of Directors of this Corporation is hereby authorized to execute the Merger with ABA ARCHITETTURA, INC. adopting the Articles of Merger attached.

The undersigned, Annabella Bucheli, certifies that I am the duly appointed Secretary of Annabella Bucheli Associates, Inc. and that the above is a true and correct copy of a resolution duly adopted at a meeting of the shareholders thereof, convened and held in accordance with law and the Bylaws of said Corporation on February 2nd, 1998, and that such resolution is now in full force and effect.

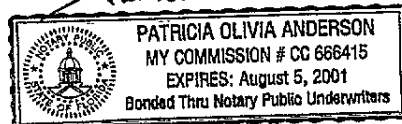
IN WITNESS THEREOF, I have affixed my name as Secretary of Annabella Bucheli Associates, Inc. and have attached the seal of Annabella Bucheli Associates, Inc. to this resolution.

Dated : February 2nd, 1998



Annabella Bucheli
Secretary

*Personally Known
to me*



ANNABELLA BUCHELI ASSOCIATES, INC. BOARD OF DIRECTORS'
RESOLUTION ADVISING APPROVAL OF MERGER

WHEREAS, in the judgment of the Board of Directors of this Corporation, it is deemed advisable to adopt the Articles of Merger, set forth below, it is hereby

RESOLVED, that the Board of Directors deems it advisable to adopt the Articles of Merger, attached under the terms of which the ABA Architettura, Inc. would be merged into Annabella Bucheli Associates, Inc.;
and it is

FURTHER RESOLVE, that a special meeting of the shareholders if this Corporation is hereby scheduled to be held at 2:30 p.m., on February 2nd, 1998, to take action upon the proposed merger, and the Secretary is hereby instructed to give notice of this special meeting to the shareholders of this Corporation in accordance with the Corporation's Articles and Bylaws, and to include in that notice a copy of the Articles of Merger attached, Pursuant to the laws of the State of Florida, more particularly the Florida Business Corporation Act, the signing Corporations adopt the Articles of Merger attached for the purpose of merging the two Corporations into one Corporation.

The undersigned, Annabella Bucheli, certifies that I am the duly appointed Secretary of Annabella Bucheli Associates, Inc. and that the above is a true and correct copy of a resolution duly adopted at a meeting of the directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on January 30th, 1998, and that such resolution is now in full force and effect.

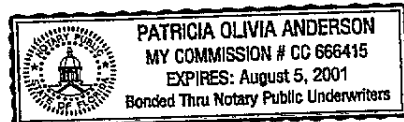
IN WITNESS THEREOF, I have affixed my name as Secretary of Annabella Bucheli Associates, Inc. and have attached the seal of Annabella Bucheli Associates, Inc. to this resolution.

Dated : January 30th, 1998



Annabella Bucheli
Secretary

*Personally Known
to me*



ABA ARCHITETTURA, INC. BOARD OF DIRECTORS' RESOLUTION ADVISING
APPROVAL OF MERGER

WHEREAS, in the judgment of the Board of Directors of this Corporation, it is deemed advisable to adopt the Articles of Merger, set forth below, it is hereby

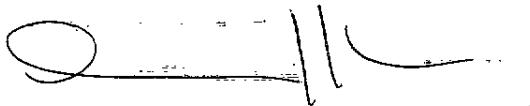
RESOLVED, that the Board of Directors deems it advisable to adopt the Articles of Merger, attached under the terms of which the ABA Architettura, Inc. would be merged into Annabella Bucheli Associates, Inc.;
and it is

FURTHER RESOLVE, that a special meeting of the shareholders of this Corporation is hereby scheduled to be held at 2:30 p.m., on February 2nd, 1998, to take action upon the proposed merger, and the Secretary is hereby instructed to give notice of this special meeting to the shareholders of this Corporation in accordance with the Corporation's Articles and Bylaws, and to include in that notice a copy of the Articles of Merger attached, Pursuant to the laws of the State of Florida, more particularly the Florida Business Corporation Act, the signing Corporations adopt the Articles of Merger attached for the purpose of merging the two Corporations into one Corporation.

The undersigned, Annabella Bucheli, certifies that I am the duly appointed Secretary of ABA ARCHITETTURA, Inc. and that the above is a true and correct copy of a resolution duly adopted at a meeting of the directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on January 30th, 1998, and that such resolution is now in full force and effect.

IN WITNESS THEREOF, I have affixed my name as Secretary of ABA ARCHITETTURA, Inc. and have attached the seal of ABA ARCHITETTURA, Inc. to this resolution.

Dated : January 30th, 1998



Annabella Bucheli
Secretary

*Personally Known
to me*

