



THE UNITED STATES
CORPORATION
COMPANY

L95984

ACCOUNT NO. : 072100000032

REFERENCE : 067404 7121163

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 067404-005

CUSTOMER NO: 7121163

CUSTOMER: Aleida O. Waldman, Esq
Aleida Ors Waldman, P.a.
440 S. Andrews Avenue

Fort Lauderdale, FL 33301

Merger

900002714079--8

ARTICLES OF MERGER

JAVERLEY, INC.

INTO

HEATON PARK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DRR

12/18/98

FILED
98 DEC 17 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
58 DEC 17 AM 9:46
DIVISION OF
REGISTRATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JAVERLEY, INC., a Florida corporation S24434

INTO

HEATON PARK, INC., a Florida corporation, L95984.

File date: December 17, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER AND
PLAN OF MERGER OF CORPORATION

FILED
98 DEC 17 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1
MERGER

JAVERLEY, INC., a Florida corporation, shall be merged with and into HEATON PARK, INC., a Florida corporation.

ARTICLE 2
SURVIVING CORPORATION

HEATON PARK, INC. shall be the surviving corporation in the merger (the "Merger") of JAVERLEY, INC. with and into HEATON PARK, INC., and HEATON PARK, INC.'s name shall remain "HEATON PARK, INC." The time when Merger becomes effective is herein referred to as either the "Effective Time of Merger," or the "Effective Time."

ARTICLE 3
ARTICLES OF INCORPORATION

The Articles of Incorporation of HEATON PARK, INC. in effect immediately prior to the Effective Time of Merger shall remain unchanged and shall continue to be the Articles of Incorporation of HEATON PARK, INC. until amended in the manner provided by the Florida Statutes Chapter 607 (the "Act").

ARTICLE 4
BYLAWS

The Bylaws of HEATON PARK, INC. in effect immediately prior to the Effective Time of Merger shall continue to be the Bylaws of HEATON PARK, INC. after the Merger until amended or repeated in the manner provided by those Bylaws and the Act.

ARTICLE 5
MANNER AND BASIS OF CONVERTING SHARES

At the Effective Time of Merger any option or other rights of any character obligating HEATON PARK, INC. to issue any share of stock of HEATON PARK, INC. that is outstanding immediately prior to the Effective Time shall be canceled.

ARTICLE 6
EFFECTIVE TIME OF MERGER

The Merger shall become effective upon the filing by the Secretary of State of Florida of the Agreement of Merger.

IN WITNESS WHEREOF the parties have executed this Agreement this 15 day of December, 1998.

JAVERLEY, INC.
a Florida corporation

By: M. Caplan
Name: Murray Caplan
Its: President

HEATON PARK, INC.
a Florida corporation

By: M. Caplan
Name: Murray Caplan
Its: President

**CERTIFICATE OF APPROVAL
OF
PLAN OF MERGER**

MURRAY CAPLAN certifies that:

1. I am the President and the Secretary, respectively, of **HEATON PARK, INC.**, a Florida corporation ("Corporation").

2. The Plan of Merger in the form attached hereto was duly approved by the Board of Directors and sole shareholder of the Corporation.

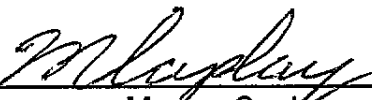
3. The shareholder approval was given by the holder of 100% of the outstanding shares of the Corporation.

4. There is only one class of shares and the number of shares outstanding is one hundred (100).

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certification are true and correct of our own knowledge.

DATE: Dec. 15, 1998.

**HEATON PARK, INC.,
a Florida corporation**

By: 
Name: Murray Caplan
Its: President and Secretary

**CERTIFICATE OF APPROVAL
OF
PLAN OF MERGER**

MURRAY CAPLAN certifies that:

1. I am the President and the Secretary, respectively, of **JAVERLEY, INC.**, a Florida corporation ("Corporation").

2. The Plan of Merger in the form attached hereto was duly approved by the Board of Directors and sole shareholder of the Corporation.


3. The shareholder approval was given by the holder of 100% of the outstanding shares of the Corporation.

4. There is only one class of shares and the number of shares outstanding is one hundred (100).

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certification are true and correct of our own knowledge.

DATE: Dec. 15, 19998.

**JAVERLEY, INC.,
a Florida corporation**

By: 
Name: Murray Caplan
Its: President and Secretary