

L95984



ACCOUNT NO. : 072100000032

REFERENCE : 529118 7121163

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 70.00

ORDER DATE : December 24, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 529118-005

000003080010--6

CUSTOMER NO: 7121163

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

Fort Lauderdale, FL 33301

ARTICLES OF MERGER

MERRAY, INC.

INTO

HEATON PARK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

merger

FILED
99 DEC 27 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 27 AM 9:23
TALLAHASSEE, FLORIDA

S. PAYNE DEC 27 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MERRAY, INC., a Florida corp., S36979

INTO

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

File date: December 27, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

FILED

99 DEC 27 AM 9: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), HEATON PARK, INC., a Florida corporation, and MERRAY, INC., a Florida corporation, adopt the following Articles of Merger.

1. The Plan of Merger between HEATON PARK, INC., and MERRAY, INC., which is attached hereto as Exhibit "A" and incorporated herein by reference, was approved and adopted by the Shareholders and Board of Directors of HEATON PARK, INC., on November 15, 1999, and by the Shareholders and Board of Directors of MERRAY, INC. on November 15, 1999.
2. Pursuant to the Plan of Merger all issued and outstanding shares of MERRAY, INC.'s stock will be canceled, with the stock of HEATON PARK, INC., being the surviving stock of the merged corporation.
3. Pursuant to Section 607.1105(1) (b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles with the Secretary of State of Florida.

IN WITNESS WHEREOF the parties have set their hands and seals this 6th day of December, 1999.

HEATON PARK, INC.
a Florida corporation

By: Murray Caplan
Name: Murray Caplan
Its: President

MERRAY, INC.
a Florida corporation

By: Murray Caplan
Name: Murray Caplan
Its: President

PLAN OF MERGER OF CORPORATION

ARTICLE 1

MERGER

MERRAY, 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 MERRAY, 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 6TH day of December, 1999.

MERRAY, 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