

M77188



ACCOUNT NO. : 072100000032

REFERENCE : 006423 4311247

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ ~~35.00~~ 105.00

ORDER DATE : October 22, 1998

ORDER TIME : 11:15 AM

ORDER NO. : 006423-005

CUSTOMER NO: 4311247

600002671346--5

CUSTOMER: Ms. Kim Richter
Hertzog Calamari & Gleason
100 Park Avenue
23rd Floor
New York, NY 10017

ARTICLES OF MERGER

OPERATORS STANDING BY, INC.
SWEET, SCHATZ & LEWIS, INC.

INTO

OPERATORS STANDING BY, INC.

FILED
98 OCT 23 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Dec 10/26

FILED
98 OCT 22 PM 2:09
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

SWEET, SCHATZ & LEWIS, INC., a Florida corporation, M77188
OPERATORS STANDING BY, INC., a Florida corporation, P93000013604

INTO

OPERATORS STANDING BY, INC., a Delaware corporation not qualified in
Florida.

File date: October 23, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 105.00

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED
98 OCT 23 PM 2:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
OPERATORS STANDING BY, INC.	Delaware
OPERATORS STANDING BY, INC.	Florida
SWEET, SCHATZ & LEWIS, INC.	Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation, which is the surviving corporation of the merger, complies with Section 607.1105 F.S. (as set forth below) and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The Plan of Merger is as follows:

1. Operators Standing By, Inc., a Florida corporation ("OSB-Fla"), and Sweet, Schatz & Lewis, a Florida corporation ("SSL"), both wholly owned subsidiaries of Operators Standing By, Inc., a Delaware corporation ("OSB-Del"), shall be merged with and into OSB-Del, with OSB-Del being the surviving corporation (the "Surviving Corporation").

2. The terms and conditions of the merger are as follows:

a. Upon effectiveness of the merger, OSB-Fla and SSL shall be merged with and into the Surviving Corporation, the separate existence of OSB-Fla and of SSL shall cease and the Surviving Corporation shall continue as the surviving corporation under the name Operators Standing By, Inc. The surviving corporation shall succeed to and possess all the rights, privileges, powers and franchises and be subject to all of the debts, liabilities and duties of OSB-Fla and of SSL.

b. The Certificate of Incorporation of the Surviving Corporation shall continue to be the

Certificate of Incorporation of said Surviving Corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Delaware General Corporation Law.

c. The By-Laws of the Surviving Corporation as the same shall be in force and effect at the effective date of the merger shall continue to be the By-Laws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

d. The incumbent members of the Board of Directors and officers of the Surviving Corporation upon the effective date of the merger shall continue as the members of the Board of Directors and the officers, respectively, of the Surviving Corporation following the effective date, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

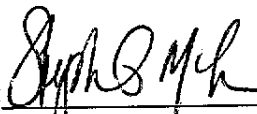
3. Each share of the capital stock of OSB-Fla and of SSL shall be canceled at the effective time of the merger, and no payment shall be made with respect thereto.

FIFTH: The effective date of the merger shall be on the date on which the later shall occur: the filing of these Articles of Merger with the Florida Secretary of State and the filing of the Certificate of Ownership and Merger with respect to the merger with the Delaware Secretary of State.

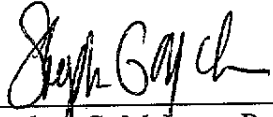
SIXTH: The Plan of Merger was adopted by the Board of Directors and the sole stockholder of OSB-Fla, by unanimous written consent on the 30th day of September, 1998. The Plan of Merger was adopted by the Board of Directors and the sole stockholder of SSL, by unanimous written consent on the 30th day of September, 1998. The Plan of Merger was adopted by the Board of Directors and the stockholders of OSB-Del by unanimous written consent on the 30th day of September, 1998.

Signed on this 30th day of September, 1998.

OPERATORS STANDING BY, INC., a Florida corporation

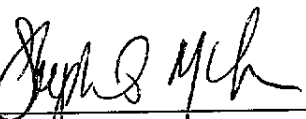
By: 
Stephen G. McLean, President

SWEET, SCHATZ & LEWIS, INC., a Florida
corporation

By: 

Stephen G. McLean, President

OPERATORS STANDING BY, INC., a Delaware
corporation

By: 

Stephen G. McLean, President