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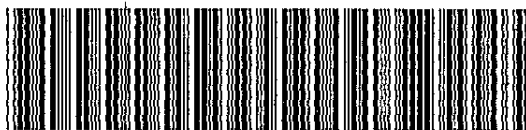
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TALLAHASSEE, FLORIDA

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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 Lejeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

June 7, 2004

Evan N. Ross
Nancy A. Richman
OF COUNSEL
Martin E. Segal, P.A.

Florida Department of State
Division of Corporations - Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Palm Beach Literary Society, Inc.
Our File No. 2214-2

Dear Sir/Madam:

On behalf of the above-referenced corporation, I enclose herewith one (1) original and one (1) copy of the fully executed Articles of Merger and Plan of Merger for the Palm Beach Literary Society.

Additionally, enclosed please find a check in the amount of \$148.75 for the following fees:

Filing Fee (\$35.00 x 4 entities)	\$140.00
Certified Copy Fee	\$ 8.75
TOTAL FEE	\$148.75

Please cause the original copy of the Articles of Merger and Plan of Merger to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS/wh
Enclosures

cc: Ms. Jacqueline L. Gerbus
W:\2214-2\wp\division of corp letter sending articles of merger.wpd

ARTICLES OF MERGER
OF
PALM BEACH LITERARY SOCIETY, INC.

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

ARTICLE I
NAME OF SURVIVING CORPORATION

The name of the surviving corporation is the Palm Beach Literary Society, Inc., and its jurisdiction is Florida.

ARTICLE II
NAME AND JURISDICTION OF EACH MERGING CORPORATION

The name and jurisdiction of each merging corporation is as follows:

Boca Raton Literary Society, Inc.	Florida
Delray Beach Literary Society, Inc.	Florida
Treasure Coast Literary Society, Inc.	Florida

ARTICLE III
PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV
EFFECTIVE DATE OF MERGER

The merger shall become effective on July 1, 2004.

ARTICLE V
ADOPTION OF MERGER BY SURVIVING CORPORATION

There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors on June 30, 2004. The number of directors in office was six (6). The vote for the plan was as follows: ✓ 6 FOR 0 AGAINST.

ARTICLE VI
ADOPTION OF MERGER BY MERGING CORPORATIONS

1. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Boca Raton Literary Society, Inc. on June 30,

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TALLAHASSEE, FLORIDA

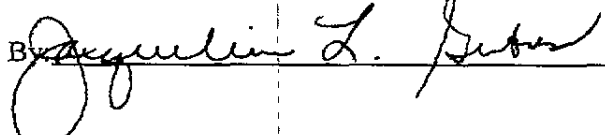
2004. The number of directors in office was three (3). The vote for the plan was as follows: ____
____ FOR ____ AGAINST.

2. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Delray Beach Literary Society, Inc. on June __, 2004. The number of directors in office was six (6). The vote for the plan was as follows: ____
____ FOR ____ AGAINST.

4. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Treasure Coast Literary Society, Inc. on June __, 2004. The number of directors in office was four (4). The vote for the plan was as follows: ____
____ FOR ____ AGAINST.

DATED this ____ day of June, 2004.

PALM BEACH LITERARY SOCIETY, INC.

By: 

BOCA RATON LITERARY SOCIETY, INC.

By: _____

DELRAY BEACH LITERARY SOCIETY, INC.

By: _____

TREASURE COAST LITERARY SOCIETY, INC.

By: _____

2004. The number of directors in office was three (3). The vote for the plan was as follows: 3 FOR 0 AGAINST.

2. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Delray Beach Literary Society, Inc. on June __, 2004. The number of directors in office was six (6). The vote for the plan was as follows: FOR AGAINST.

4. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Treasure Coast Literary Society, Inc. on June __, 2004. The number of directors in office was four (4). The vote for the plan was as follows: FOR AGAINST.

DATED this 30 day of June, 2004.

PALM BEACH LITERARY SOCIETY, INC.

By: _____

BOCA RATON LITERARY SOCIETY, INC.

By: Augustine L. Butar

DELRAY BEACH LITERARY SOCIETY, INC.

By: _____

TREASURE COAST LITERARY SOCIETY, INC.

By: _____

2004. The number of directors in office was three (3). The vote for the plan was as follows: _____
_____ FOR _____ AGAINST.

2. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Delray Beach Literary Society, Inc. on June ____, 2004. The number of directors in office was six (6). The vote for the plan was as follows: _____
6 FOR 0 AGAINST.

4. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Treasure Coast Literary Society, Inc. on June ____, 2004. The number of directors in office was four (4). The vote for the plan was as follows: _____
_____ FOR _____ AGAINST.

DATED this 30 day of June, 2004.

PALM BEACH LITERARY SOCIETY, INC.

By: _____

BOCA RATON LITERARY SOCIETY, INC.

By: Agustine L. Jente

DELRAY BEACH LITERARY SOCIETY, INC.

By: Sharon L. Goffe

TREASURE COAST LITERARY SOCIETY, INC.

By: _____

2004. The number of directors in office was three (3). The vote for the plan was as follows: _____
_____ FOR _____ AGAINST.

2. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Delray Beach Literary Society, Inc. on June _____, 2004. The number of directors in office was six (6). The vote for the plan was as follows: _____
_____ FOR _____ AGAINST.

4. There are no members or members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of Treasure Coast Literary Society, Inc. on June 30th, 2004. The number of directors in office was four (4). The vote for the plan was as follows: _____
4 FOR 0 AGAINST.

DATED this 30th day of June, 2004.

PALM BEACH LITERARY SOCIETY, INC.

By: _____

BOCA RATON LITERARY SOCIETY, INC.

By: _____

DELRAY BEACH LITERARY SOCIETY, INC.

By: _____

TREASURE COAST LITERARY SOCIETY, INC.

By: Jennifer Valentine

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is entered into as of June 18, 2004, between PALM BEACH LITERARY SOCIETY, INC., a Florida non-profit corporation having its principal place of business at 11301 U.S. Hwy One, North Palm Beach, Palm Beach, Florida (hereinafter called the "Company"), and a majority of the directors thereof, and DELRAY BEACH LITERARY SOCIETY, INC., a Florida non-profit corporation, having its principal place of business at Delray Beach, Florida, and a majority of directors thereof, and TREASURE COAST LITERARY SOCIETY, INC., a Florida non-profit corporation, having its principal place of business at Stuart, Florida, and a majority of directors thereof, and BOCA RATON LITERARY SOCIETY, INC., a Florida non-profit corporation, having its principal place of business at Boca Raton, Florida, and a majority of directors thereof. Boca Raton Literary Society, Inc., Delray Beach Literary Society, Inc., and Treasure Coast Literary Society, Inc. are hereinafter collectively referred to as "Merging Literary Societies."

R E C I T A L S :

The Board of Directors of the Merging Literary Societies have determined that it is advisable and in the best interests of each corporation and its respective Members that the Merging Literary Societies be merged (the "Merger") with and into Company on the terms and subject to the conditions set forth herein.

ARTICLE I
THE MERGER

At the Effective Time (as defined in Article IV hereof), The Merging Literary Societies shall be merged with and into Company in accordance with Chapter 617 of the Florida Statutes, and the respective separate existences of the Merging Literary Societies shall cease and Company, which shall hereinafter be known as PALM BEACH LITERARY SOCIETY, INC., shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II
SURVIVING CORPORATION

(A) At the Effective Time, the By-Laws of Company, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Statutes and the Articles of Incorporation and By-Laws of the Surviving Corporation.

(B) At the Effective Time, the officers and directors of PALM BEACH LITERARY SOCIETY, INC. shall be the officers and directors of the Surviving Corporation until their successors are elected and qualified.

ARTICLE III
EFFECT OF MERGER

At the Effective Time, all respective property, rights, privileges, powers and franchises of the Merging Literary Societies and Company shall vest in the Surviving Corporation, and all


respective liabilities and obligations of the Merging Literary Societies shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean July 1, 2004 or the date and time of filing Articles of Merger with the Department of State of the State of Florida with respect to the Merger, if such filing date is later than July 1, 2004.

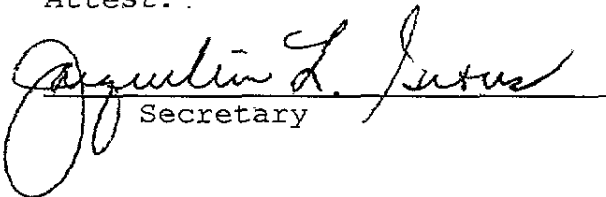
IN WITNESS WHEREOF, each of the parties have caused this Plan to be executed on its behalf as of the date first above written.

PALM BEACH LITERARY SOCIETY,
INC., a Florida non-profit
corporation

By 
President

(Corporate Seal)

Attest: .


Secretary

BOCA RATON LITERARY SOCIETY,
INC., a Florida non-profit
corporation

By _____
President

(Corporate Seal)

Attest:

Secretary

respective liabilities and obligations of the Merging Literary Societies shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV

EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean July 1, 2004 or the date and time of filing Articles of Merger with the Department of State of the State of Florida with respect to the Merger, if such filing date is later than July 1, 2004.

IN WITNESS WHEREOF, each of the parties have caused this Plan to be executed on its behalf as of the date first above written.

PALM BEACH LITERARY SOCIETY,
INC., a Florida non-profit
corporation

By _____
President

(Corporate Seal)

Attest:

Secretary

BOCA RATON LITERARY SOCIETY,
INC., a Florida non-profit
corporation

By William Milk
President

(Corporate Seal)

Attest:

Josephine L. Butler
Secretary

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FAX NO. 561 775 7481

SACHER MARTINI PA

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PAGE 02

DELRAY BEACH LITERARY SOCIETY,
INC., a Florida non-profit
corporation

By Lee Di Giacomo
President

(Corporate Seal)

Attest:

[Signature]

Secretary

TREASURE COAST LITERARY
SOCIETY, INC., a Florida non-
profit corporation

By _____
President

(Corporate Seal)

Attest:

Secretary

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DELRAY BEACH LITERARY SOCIETY,
INC., a Florida non-profit
corporation

By _____
President

(Corporate Seal)

Attest:

Secretary

TREASURE COAST LITERARY
SOCIETY, INC., a Florida non-
profit corporation

By Edmund Massey
President

(Corporate Seal)

Attest:

Jennifer Valentine
Secretary

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