



P 000000001242

ACCOUNT NO. : 072100000032

REFERENCE : 542295 4303929

AUTHORIZATION

COST LIMIT : \$ 70

Patricia Pigott

FILED
JAN - 7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 7, 2000

ORDER TIME : 2:14 PM

ORDER NO. : 542295-005

6000003092196--3

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig, P.a.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

ARTICLES OF MERGER

INVESTMENT STREET COMPANY

INTO

INVESTORS-STREET INC.

RECEIVED
JAN - 7 PM 3:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

C. COULLETTE JAN 12 2000

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INVESTMENT STREET COMPANY, a Texas corporation, F96000001148

INTO

INVESTORS-STREET INC., a Florida entity, P00000001242.

File date: January 7, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 10, 2000

CSC

TALLAHASSEE, FL

SUBJECT: INVESTORS-STREET INC.
Ref. Number: P00000001242

RESUBMIT
Please give original
submission date as file date.

We have received your document for INVESTORS-STREET INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

If this Plan of merger was adopted by the directors of this company, you will also need to include the statement as to the need for shareholder action. Please correct document and return for filing.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 600A00001152

RECEIVED
00 JAN 11 PM 4:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
INVESTMENT STREET COMPANY
(a Texas corporation)**

into

**investors-street inc.
(a Florida corporation)**

**(UNDER §607.1105 OF THE FLORIDA
BUSINESS CORPORATION ACT)**

**FILED
00 JAN -7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to §607.1105 of the Florida Business Corporation Act (the "FBCA"), INVESTMENT STREET COMPANY, a Texas corporation ("ISC"), and investors-street inc., a Florida corporation ("ISI"), hereby adopt the following Articles of Merger:

1. The Plan of Merger, dated as of December 28, 1999 (the "Plan of Merger"), between ISC and ISI is attached hereto as Exhibit A and incorporated herein by reference thereto.
2. The Plan of Merger, providing for the merger of ISC with and into ISI (the "Merger") was adopted by the directors of ISI on December 28, 1999, and by the shareholders of ISC on December 28, 1999.
3. The Merger shall become effective at the time of filing on the date these Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of ISC and ISI on this 28th day of December, 1999.

INVESTMENT STREET COMPANY

By: _____

Name: _____

Title: _____

investors-street inc.

By: _____

Name: _____

Title: _____

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER dated as of December 28, 1999, is between Investment Street Company, a Texas corporation ("ISC"), and investors-street inc., a Florida corporation ("ISI").

1. **Terms of Merger.** ISC shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the Texas Business Corporation Act (the "TBCA"), be merged (the "Merger") with and into ISI, which shall be the "Surviving Corporation" and shall continue to exist pursuant to the FBCA after completion of the Merger. Upon the effective date and time of the Articles of Merger filed with the Florida Department of State and the Secretary of State of the State of Texas in connection herewith (the "Effective Time"), the existence of ISC shall cease. From and after the Effective Time, ISI shall assume the obligations of ISC.

2. **Capital Stock; Conversion of Shares.**

(a) *Conversion of ISC Capital Stock.* Each share of Common Stock, par value \$1.00 per share, of ISC (the "ISC Capital Stock") issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and automatically converted into the right to receive 100 shares of ISI common stock, par value \$0.01 (the "ISI Common Stock")

(b) *Cancellation of Parent Owned Stock.* Each share of ISC Capital Stock held in the treasury of ISC immediately prior to the Effective Time shall be canceled and extinguished without any conversion thereof.

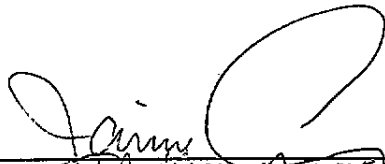
3. **Articles of Incorporation.** The Articles of Incorporation of ISI, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by the FBCA and such Articles of Incorporation.

4. **Bylaws.** The Bylaws of ISI as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until thereafter amended, altered, or repealed as provided therein, in the Articles of Incorporation of the Surviving Corporation and in the FBCA.

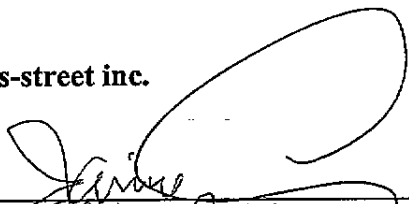
5. **Directors and Officers.** The directors and officers of ISI immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in each case until their respective successors are duly elected or appointed and qualified.

6. **Amendment of Plan of Merger.** The Board of Directors of each of ISI and ISC are authorized to amend this Plan of Merger at any time prior to the Effective Time, subject to Section 607.1103(8) of the FBCA and Section.

INVESTMENT STREET COMPANY

By: 
Name: JAIME ANNEXY
Title: PRESIDENT

investors-street inc.

By: 
Name: JAIME ANNEXY
Title: PRESIDENT

MIAMI/KEUSCHM/1092522/n#z%01!.DOC/1/04/00/28446.010000

**UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
INVESTMENT STREET COMPANY**

The undersigned, being the all of the shareholders of Investment Street Company , a Texas corporation (the "Company"), pursuant to the provisions of the laws of the State of Texas, do hereby consent that when all of the undersigned have executed this consent or a counterpart hereof, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Company's shareholders, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

RESOLVED, that each of the shareholders signatory hereto hereby adopts and approves the plan of merger (the "Plan of Merger") in substantially the form attached hereto as Exhibit A, and approves the merger whereby the Company will merge with and into investors-street inc., a Florida corporation

RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Company be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments and documents as he may deem appropriate in order to effect the purpose of intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by the officers and agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of the Company, has executed this written consent as of this 28th day of December, 1999.

DELWAY, INC.

By: _____
Name: _____
Title: _____

Ronald Schapsa

Roman Fisher

Patrick Guerin

REGENCY RESOURCES, INC.

By: _____
Name: Jeffrey Furman
Title: _____

Kenneth G. Zeitlin

**UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
INVESTMENT STREET COMPANY**

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DELWAY, INC.

By: _____

Name:

Title:

Ronald Schapss

Roman Fisher

Patrick Guerin

REGENCY RESOURCES, INC.

By: _____

Name: Jeffrey Furman

Title:

Kenneth G. Zeitlin