

P00000019569

MARK L. PRESS
ATTORNEY AT LAW
1053 SAW MILL RIVER ROAD
ARDSLEY, NY 10502
(914) 693-3926 OR (914) 693-4017
FAX (914) 693-1603

March 1, 2000

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

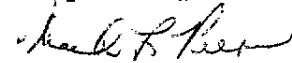
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Dear Sirs:

Enclosed is an original and one copy of the Articles of Merger of Leahy Asset Management Corp. (Nevada) and Leahy Asset Management Corp. (Florida), a copy of the Plan Merger and a check for \$70.00 payable to the Florida Department of State.

Thank you for your prompt attention.

Very truly yours,


MARK L. PRESS
MLP/mmp
Encls.

FILED
00 MAR -6 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merges
KRB
3/14

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEAHY ASSET MANAGEMENT CORP., a Nevada corporation not qualified in
Florida

INTO

LEAHY ASSET MANAGEMENT CORP., a Florida entity, P00000019569.

File date: March 6, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

OF

LEAHY ASSET MANAGEMENT CORP.
(A NEVADA CORPORATION)

AND

LEAHY ASSET MANAGEMENT CORP.
(A FLORIDA CORPORATION)

FILED
00 MAR -6 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is LEAHY ASSET MANAGEMENT CORP., a Florida corporation.

Second: The name and jurisdiction of the merging corporation is LEAHY ASSET MANAGEMENT CORP., a Nevada corporation.

Third: The Plan of Merger is attached.

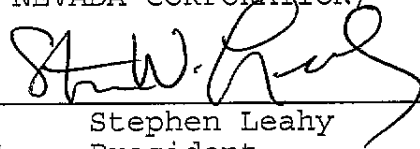
Fourth: The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on March 1, 2000.

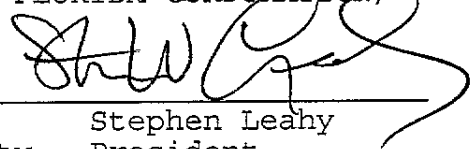
Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on March 1, 2000.

Executed on March 1, 2000.

LEAHY ASSET MANAGEMENT CORP.
(A NEVADA CORPORATION)

By: 
Name: Stephen Leahy
Capacity: President

LEAHY ASSET MANAGEMENT CORP.
(A FLORIDA CORPORATION)

By: 
Name: Stephen Leahy
Capacity: President

PLAN OF MERGER approved on MARCH 1, 2000 by Leahy Asset Management Corp. a business corporation organized under the laws of the State of Nevada, and by its Board of Directors on said date, and approved on MARCH 1, 2000 by Leahy Asset Management Corp. a business corporation organized under the laws of the Florida Business Corporation Act, and by its Board of Directors on said date.

1. Leahy Asset Management Corp. (Florida) and Leahy Asset Management Corp. (Nevada) shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Nevada, be merged with and into a single corporation, to wit, Leahy Asset Management Corp., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under the name Leahy Asset Management Corp. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Leahy Asset Management Corp., the Nevada Corporation, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the laws of the Nevada General Corporation Law.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger shall be the articles of incorporation of said surviving corporation and said articles of incorporation of the surviving corporation shall continue in full force and effect until further amended in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, 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.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Nevada General Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation.

7. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the Nevada General Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for in the State of Florida shall be the date of filing in the office of the Secretary of State of Florida.