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MERGER OR SHARE EXCHANGE

UETA OF TEXAS, INC.

Certificate of Status	0
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ARTICLES OF MERGER

OF

UETA GROUP, INC., a Florida corporation,

UETA (EL PASO), INC., a Florida corporation

AND

UETA OF TEXAS (EL PASO), INC., a Florida corporation

INTO

UETA OF TEXAS, INC., a Delaware corporation

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Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. UETA of Texas, Inc., a Delaware corporation owns all of the issued and outstanding stock of UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc., each a Florida corporation.

2. UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. shall be merged into UETA of Texas, Inc., which shall be the surviving corporation.

3. The merger shall become effective when both these Articles of Merger have been filed with the Secretary of State of Florida and a Certificate of Ownership and Merger has been filed with the Secretary of State of Delaware.

4. Shareholder approval was not required in accordance with Section 607.1104 of the Florida Business Corporation Act.

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5. The Plan of Merger (the "Plan of Merger"), dated October 29, 2003, pursuant to which UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. shall be merged into UETA of Texas, Inc., was adopted by unanimous written consent of the Board of Directors of UETA of Texas, Inc., dated as of October 29, 2003. A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of October 29, 2003.

UETA Group, Inc.
UETA (El Paso), Inc.
UETA of Texas (El Paso), Inc.

By: 
Name: Simon Falcic
Title: President

UETA of Texas, Inc.

By: 
Name: Simon Falcic
Title: President

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PLAN OF MERGER
OF
PARENT AND SUBSIDIARY CORPORATIONS

The following plan of merger is submitted in compliance with section 607.1104 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
UETA OF TEXAS, INC.	STATE OF DELAWARE

The names and jurisdictions of the subsidiary corporations are:

<u>NAME</u>	<u>JURISDICTION</u>
UETA GROUP, INC.	STATE OF FLORIDA
UETA (EL PASO), INC.	STATE OF FLORIDA
UETA OF TEXAS (EL PASO), INC.	STATE OF FLORIDA

This Plan of Merger is made this 29th day of October, 2003 between UETA Group, Inc., UETA (El Paso), Inc., UETA of Texas (El Paso), Inc., each a Florida corporation, and UETA of Texas, Inc., a Delaware corporation.

WHEREAS, UETA of Texas, Inc. lawfully owns all the outstanding stock of UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc., and

WHEREAS, UETA of Texas, Inc. desires to merge UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. into UETA of Texas, Inc. and to have UETA of Texas, Inc. be possessed of all the estate, property, rights, privileges and franchises of UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc., and

WHEREAS, the Board of Directors of UETA of Texas, Inc. deems it advisable and generally in the welfare of UETA of Texas, Inc. and its shareholders that UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. merge into UETA of Texas, Inc. pursuant to the provisions of the Florida Business Corporation Act (the "BCA") and the Delaware General Corporation Law (the "DGCL").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Constituent Corporations.** UETA Group, Inc., UETA (El Paso), Inc., UETA of Texas (El Paso), Inc. and UETA of Texas, Inc. shall be parties to the merger (the

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"Merger") of UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. into UETA of Texas, Inc.

2. **Terms and Conditions of Merger.** UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. shall, pursuant to the provisions of the BCA and the DGCL, be merged with and into UETA of Texas, Inc., which shall continue to exist pursuant to the laws of the State of Delaware. Upon the Effective Date (as defined in paragraph 5 below), the existence of UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. shall cease. On the Effective Date, UETA of Texas, Inc. shall assume the obligations of UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc.

3. **Certificate of Incorporation.** The Certificate of Incorporation of UETA of Texas, Inc. as of the Effective Date shall be the Certificate of Incorporation of the 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 laws of the State of Delaware.

4. **Bylaws.** The Bylaws of UETA of Texas, Inc. in effect as of the Effective Date shall be the Bylaws of the 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 laws of the State of Delaware.

5. **Effective Date.** The Merger shall become effective when both the Articles of Merger have been filed with the Secretary of State of Florida and a Certificate of Ownership and Merger has been filed with the Secretary of State of Delaware (such time is referred to as the "Effective Date").

6. **Amendment of Plan of Merger.** The Board of Directors of UETA of Texas, Inc. is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

7. **Compliance with DGCL.** The laws of the State of Delaware permit mergers of wholly-owned subsidiary corporations of the State of Florida into a parent corporation of the State of Delaware; and the Merger is in compliance with such laws.

8. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of UETA of Texas, Inc. (i) each share of UETA Group, Inc., UETA (El Paso), Inc. and UETA of Texas (El Paso), Inc. stock outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each share of UETA of Texas, Inc. stock outstanding at the Effective Time shall remain outstanding.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed on the date first set forth above.

UETA Group, Inc.
UETA (El Paso), Inc.
UETA of Texas (El Paso), Inc.

By: 
Name: Simon Falc
Title: President

UETA of Texas, Inc.

By: 
Name: Simon Falc
Title: President

UETA GROUP, INC. 11/22/03 11:17:40 AM 11/22/03 11:17:40 AM

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