

P930000013901

MARVIN I. WIENER, P.A.

ATTORNEY AT LAW

SUITE 900

2121 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134-5285

MARVIN I. WIENER
BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES

TELEPHONE (305) 445-8888

FACSIMILE (305) 445-8887

E-MAIL: MIWPA900

MARIE HIGGINS
PARALEGAL

December 20, 1999

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

700003076937--9

-12/21/99--01073--005

*****43.75 *****43.75

Dear Sir/Madam:

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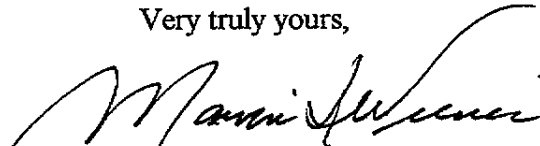
*****35.75 *****35.00

Enclosed please find Articles of Merger of Prairie Realty, Inc. ("Disappearing Corporation") into Atrium Realty, Inc. ("Surviving Corporation"), together with our check for \$43.75 representing the filing fee of \$35. plus the cost for a certified copy.

Please file these articles.

If you have any questions please phone this office immediately as we are anxious to have the articles effective on December 31, 1999.

Very truly yours,


Marvin I. Wiener

FILED
DEC 21 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/99

MIW/ja
Enclosure

Merger

V. SHEPARD JAN 11 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRAIRIE REALTY, INC., a Florida corporation, P93000013903

INTO

ATRIUM REALTY, INC., a Florida entity, P93000013901

File date: December 21, 1999, effective December 31, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER OF
PRAIRIE REALTY, INC. ("DISAPPEARING CORPORATION") INTO
ATRIUM REALTY, INC. ("SURVIVING CORPORATION")

FILED
99 DEC 21 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/99

Pursuant to the provisions of Chapter 607, Florida Statutes, both of the undersigned corporations adopt the following Articles of Merger:

1. Both of the undersigned are corporations organized and existing under the laws of the State of Florida.
2. Atrium Realty, Inc. shall be the surviving corporation, and Prairie Realty, Inc. shall be the disappearing corporation.
3. Pursuant to the provisions of Section 607.1105 and other applicable provisions of the Florida Business Corporation Act, the disappearing corporation shall merge into the surviving corporation. This merger shall become effective after the close of business on December 31, 1999 (the "merger date").
4. The plan of merger, a ~~certified~~ copy of which is attached hereto as Exhibit "A", was approved and adopted unanimously by the shareholders and boards of directors of both corporations by written consents on this date.

In witness whereof, the duly authorized officers of both corporations have executed these Articles of Merger on the 16 day of December, 1999.

Witnesses:

(as to all signatures)

PINHAS MEIR

721 LA ARTZI

ATRIUM REALTY, INC.

By:

Almfred Solomon, president

PRAIRIE REALTY, INC.

By:

Almfred Solomon, president

EXHIBIT

A

**WRITTEN STATEMENT OF ACTION IN LIEU OF COMBINED MEETING
OF SHAREHOLDERS AND DIRECTORS OF
ATRIUM REALTY, INC. AND PRAIRIE REALTY, INC.**

The undersigned consist of all of the shareholders and directors of Atrium Realty, Inc. (the "Parent") and Prairie Realty, Inc. (the "Subsidiary"). Both corporations are making this joint action by their boards of directors and shareholders pursuant to the provisions of Sections 607.0704 (as to shareholders) and 607.0821 (as to directors), Florida Statutes. All shareholders and all members of the Board of Directors of both corporations unanimously agree and consent to the following:

1. Shareholders.

- a) The only class of stock authorized of Atrium Realty, Inc. is one thousand (1,000) shares of common having a par value of one cent (\$.01) per share. All of these authorized shares are issued and owned by Solomon Holdings, Ltd. an Israeli corporation. Almfred Solomon, as president of Solomon Holdings, Ltd. has the authority to act as the sole shareholder of Atrium Realty, Inc.
 - b) Prairie Realty, Inc., a Florida corporation has one (1) class of stock authorized, being one thousand (1,000) common shares, having a par value of one cent (\$.01) per share. All 1,000 shares are issued and owned by Atrium Realty, Inc. Thus, Prairie Realty, Inc. is a wholly owned subsidiary of Atrium Realty, Inc.
- 2. Election of Directors.** The shareholders of Parent and Subsidiary do hereby elect Almfred Solomon as the only director of both corporations.
- 3. Election of Officers.** Almfred Solomon, acting as director of both the Parent and the Subsidiary hereby re-elects himself as president of both corporations.
- 4. Plan of Merger.** The shareholders and directors of the Parent and Subsidiary do hereby unanimously adopt the following plan of merger:

Plan of Merger

This plan of merger entered into on this date is between Atrium Realty, Inc. ("Atrium" or the "Parent") and Prairie Realty, Inc. ("Prairie or the Subsidiary"). The parties agree and acknowledge as follows:

1. Atrium owns all of the issued and outstanding stock of Prairie, thus Prairie is the wholly owned subsidiary of Atrium.

2. All of the Subsidiary's authorized issued and outstanding stock consists of one thousand (1,000) common shares having the par value of one cent (\$.01) per share. These shares shall be redeemed by Atrium in exchange for all of Prairie's assets. Upon such exchange, Prairie shall cease to exist and Atrium, as Parent, shall be the owner of all assets now owned by Subsidiary. Atrium shall assume all of the liabilities and obligations, if any, of Prairie.
3. This is a merger of a parent and its wholly owned subsidiary corporation. No minority stockholders are involved in this transaction.
4. This merger shall become effective after the close of business on December 31, 1999.
5. This Plan of Merger has been unanimously approved by the shareholders and directors of both Atrium and Prairie. Almfred Solomon as president of both corporations be and is hereby authorized to execute Articles of Merger consistent with the provisions of this plan and in accordance with the provisions of Section 607.1105, Florida Statutes, and other applicable provisions of the Florida Business Corporation Act.

Signed by the parties on December 16, 1999

ATRIUM REALTY, INC.

By: _____

Almfred Solomon, president

PRAIRIE REALTY, INC.

By: _____

Almfred Solomon, president