

P93000063282

SATULOFF BROTHERS NEVADA, INC.
1475 TERMINAL WAY, SUITE E
RENO, NEVADA 89502

December 5, 1997

Florida Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32301

RE: Articles of Merger
Satuloff Brothers, Inc., a Florida corporation into
Satuloff Brothers Nevada, Inc., a Nevada corporation

Gentlemen:

Enclosed, for filing purposes, please find following original documents:

1. Articles of Merger merging Satuloff Brothers, Inc., a Florida corporation into Satuloff Brothers Nevada, Inc. a Nevada corporation.
2. Plan and Agreement of Merger merging Satuloff Brothers, Inc., a Florida corporation into Satuloff Brothers Nevada, Inc. a Nevada corporation.
3. Action by the Board of Directors and sole shareholder of Satuloff Brothers Nevada, Inc., a Nevada corporation.
4. Joint Written Consent of the Sole Shareholder and Director of Satuloff Brothers, Inc., a Florida corporation.
5. Officer's Certificate of Approval of Plan of Merger for Satuloff Brothers Nevada, Inc. a Nevada corporation.
6. Officer's Certificate of Approval of Plan of Merger for Satuloff Brothers, Inc. a Florida corporation.
7. A corporation check payable to Division of Corporations for \$122.50 re \$70.00 filing fee and \$52.50 certified copy fee.
8. Pre-addressed, postage paid return envelope to Satuloff Brothers Nevada, Inc

300002366019--5
-12/08/97--01138--002
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -8 PM 1:57

Merger.

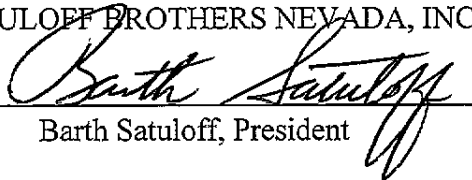
*12-11-97
CC*

Please return the certified copy to the corporation in the enclosed return envelope. Thank you for your assistance in this matter.

Very truly yours,

SATULOFF BROTHERS NEVADA, INC.

BY


Barth Satuloff, President

Enclosures as stated.

ARTICLES OF MERGER
Merger Sheet

MERGING:

SATULOFF BROTHERS, INC.

INTO

SATULOFF BROTHERS NEVADA, INC., a Nevada corporation not qualified in
Florida

File date: December 8, 1997

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

Merging

**SATULOFF BROTHERS, INC., a Florida corporation
into
SATULOFF BROTHERS NEVADA, INC., a Nevada corporation**

(UNDER SECTION 92A, NEVADA REVISED STATUTES)

Satuloff Brothers Nevada, Inc., a Nevada corporation, hereby certifies that:

(1) The name and place of incorporation of each constituent corporation, and of the surviving corporation, is:

- (a) Satuloff Brothers, Inc., a Florida corporation, a constituent corporation,
- (b) Satuloff Brothers Nevada, Inc., a Nevada corporation, a constituent corporation, and
- (c) Satuloff Brothers Nevada, Inc., a Nevada corporation, the surviving corporation.

(2) A Plan and Agreement of Merger ("the Plan") has been adopted by the Board of Directors of Satuloff Brothers, Inc. and Satuloff Brothers Nevada, Inc. on the 4TH day of DECEMBER, 1997. Pursuant to the Plan, Satuloff Brothers, Inc. and Satuloff Brothers Nevada, Inc. shall be merged together into Satuloff Brothers Nevada, Inc.

(3) The Plan was approved by the unanimous consent of the stockholders of each corporation that is a party to the merger, on the 4TH day of DECEMBER, 1997.

(4) The Articles of Incorporation of the surviving corporation will not be amended as a result of the merger.

(5) The complete executed Plan is on file at the registered office of Satuloff Brothers Nevada, Inc., 1475 Terminal Way, Suite E, Reno, Nevada.

(6) A copy of the Plan is attached hereto. A copy of the Plan will be furnished by

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 8 PM 1:57

Satuloff Brothers Nevada, Inc., on request and without cost, to any stockholder of any corporation which is a party to the merger.

IN WITNESS WHEREOF, Satuloff Brothers Nevada, Inc., the surviving Nevada corporation, has caused these Articles of Merger to be signed and acknowledged by Barth Satuloff, its President and Secretary, this 4th day of DECEMBER 1997.

SATULOFF BROTHERS NEVADA, INC.

By: *Barth Satuloff*
President

Attest: *Barth Satuloff*
Secretary

STATE OF FLORIDA)
 : ss:
COUNTY OF Dade)

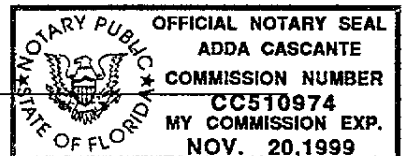
The foregoing instrument was acknowledged before me this 4 day of December, 1997, on behalf of Satuloff Brothers Nevada, Inc., a Nevada corporation, by its duly authorized president, Barth Satuloff, who is personally known to me, ~~or who has produced~~ _____ as identification.

Passcare
NOTARY PUBLIC, State of Florida

My Name Printed

My Commission Expires

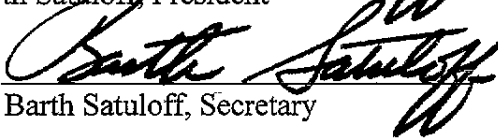
My Commission Number



IN WITNESS WHEREOF, these Articles of Merger are signed by each corporation this 4th day of DECEMBER, 1997.

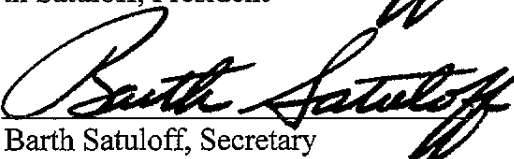
Satuloff Brothers, Inc., a Florida corporation

By: 
Barth Satuloff, President

Attest: 
Barth Satuloff, Secretary

Satuloff Brothers Nevada, Inc., a Nevada corporation

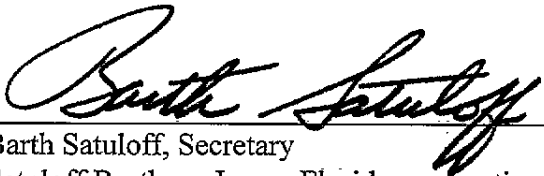
By: 
Barth Satuloff, President

Attest: 
Barth Satuloff, Secretary


SECRETARIES' CERTIFICATE

The undersigned Secretary of each of the Merging Corporations certifies that the holder or holders of all outstanding shares of each such corporation approved, and voted for the adoption of, the above Articles of Merger.

DATED this 4TH day of DECEMBER, 1997.



Barth Satuloff, Secretary
Satuloff Brothers, Inc., a Florida corporation



Barth Satuloff, Secretary
Satuloff Brothers Nevada, Inc., a Nevada
corporation

PLAN AND AGREEMENT OF MERGER

Merging

**SATULOFF BROTHERS, INC., a Florida corporation
into
SATULOFF BROTHERS NEVADA, INC., a Nevada corporation**

A. CORPORATIONS PARTICIPATING IN STATUTORY MERGER.

Satuloff Brothers, Inc., a Florida corporation, whose address is 9495 Sunset Drive, Miami, Florida, and Satuloff Brothers Nevada, Inc., a Nevada corporation, whose address is 1475 Terminal Way, Suite E, Reno, Nevada (being the constituent "Merging Corporations") propose to merge (the "Merger") Satuloff Brothers, Inc. into Satuloff Brothers Nevada, Inc., which will be the surviving corporation (the "Surviving Corporation"). The Merging and Surviving Corporations intend that the reorganization described herein shall qualify as a statutory merger within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

B. NAME OF SURVIVING CORPORATION.

Immediately after the Merger the name of the surviving corporation will be Satuloff Brothers Nevada, Inc.

C. OUTSTANDING SHARES.

The outstanding capital stock of each constituent corporation prior to the Merger is as follows:

<u>Corporation</u>	<u>Shares Outstanding</u>	<u>Class</u>
Satuloff Brothers, Inc.	294	Voting Common Stock, \$1.00 Par Value
Satuloff Brothers Nevada, Inc.	294	Voting Common Stock, \$1.00 Par Value

**JOINT WRITTEN CONSENT OF
THE SOLE SHAREHOLDER AND DIRECTOR OF
SATULOFF BROTHERS, INC.**

The undersigned, sole Shareholder and Director of the subject Corporation, by his signature below pursuant to applicable Florida law, hereby issues this Written Consent in lieu of holding any joint meeting, waives all notice of the date, time, place and purposes of any such meeting, and consents to, approves and adopts the following Corporate acts:

BE IT RESOLVED, that the Plan and Agreement of Merger, a copy of which is filed herewith and hereby made a part hereof for all purposes, shall be and hereby is approved and adopted; and be it

FURTHER RESOLVED, that the Officers of the Corporation shall be and hereby are authorized and directed to execute and deliver said Plan and Agreement of Merger on behalf of the Corporation, and to take such further steps as may be necessary or appropriate in order to implement said Plan and Agreement of Merger.

IN WITNESS WHEREOF, the undersigned has duly executed this Written Consent this

4th day of DECEMBER, 1997



BARTH SATULOFF

All shares of the Merging Corporations are owned by Barth Satuloff.

D. MERGER.

Consummation of the Merger is subject to approval of this Plan and Agreement of Merger (the "Plan") by the shareholders of each of the Merging Corporations. Pursuant to the terms and subject to the conditions of this Plan, the Merging Corporations will merge with each other and into the Surviving Corporation. Upon the Merger becoming effective, the corporate existence of each of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue. All real estate and other property of the Merging Corporations shall then vest in the Surviving Corporation without reversion or impairment, and the Surviving Corporation shall also then have all of the liabilities of the Merging Corporations.

E. TREATMENT OF SHARES.

(1) **Cancellation of Outstanding Shares.** All of the shares of Satuloff Brothers, Inc. and Satuloff Brothers Nevada, Inc. which are outstanding immediately prior to the Merger will be canceled as of the effective date of the Merger. Certificates for such shares will be surrendered to the Surviving Corporation following the Merger and canceled on the books of the respective corporations.


(2) **Issuance of new Shares.** Upon cancellation of all the outstanding shares of the Merging Corporations, the Surviving Corporation shall issue a new certificate for 294 shares of voting common stock, \$1.00 par value, to Barth Satuloff.

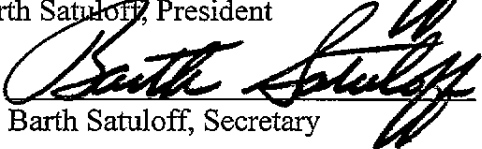
F. ABANDONMENT.

Notwithstanding the approval of this Plan by the shareholders of each of the Merging Corporations, at any time prior to the Merger becoming effective, the boards of directors of the Merging Corporations may, in their discretion, abandon the Merger and terminate this Plan.

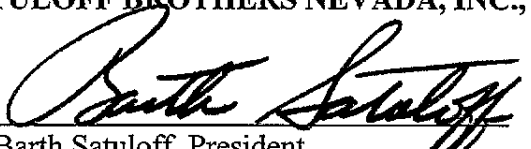
IN WITNESS WHEREOF, this Plan and Agreement of Merger is signed by each corporation this 4th day of DECEMBER, 1997.

SATULOFF BROTHERS, INC., a Florida corporation

By: 
Barth Satuloff, President

Attest: 
Barth Satuloff, Secretary

SATULOFF BROTHERS NEVADA, INC., a Nevada corporation

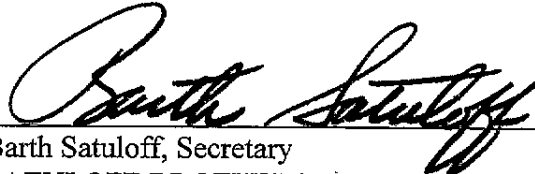
By: 
Barth Satuloff, President

Attest: 
Barth Satuloff, Secretary

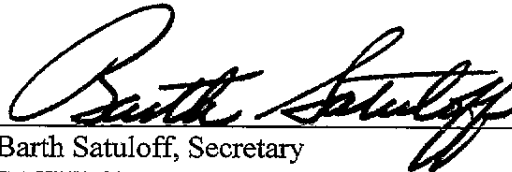
SECRETARIES' CERTIFICATE

The undersigned Secretary of each of the Merging Corporations certifies that the holder or holders of all outstanding shares of each such corporation approved, and voted for the adoption of, the above Plan and Agreement of Merger.

DATED this 4TH day of DECEMBER, 1997.



Barth Satuloff, Secretary
SATULOFF BROTHERS, INC., a Florida
corporation



Barth Satuloff, Secretary
SATULOFF BROTHERS NEVADA, INC., a
Nevada corporation

**ACTION BY THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
SATULOFF BROTHERS NEVADA, INC.
A Nevada Corporation**

The undersigned, being all of the members of the Board of Directors (the "Board") of Satuloff Brothers Nevada, Inc., a Nevada corporation (the "Corporation"), and waiving any and all requirements of meeting or notice, do hereby adopt the following resolutions of the Board by unanimous written consent:

WHEREAS all of the outstanding common stock of the Corporation is owned by Barth Satuloff;

WHEREAS all of the outstanding common stock of Satuloff Brothers, Inc., a Florida corporation, is also owned by Barth Satuloff;

WHEREAS the Board finds it is in the best interest of the Corporation and its shareholder that the Corporation restructure by merger with Satuloff Brothers Nevada, Inc.;

WHEREAS the Board finds that such merger would be advantageous to the Corporation and its shareholder in that it would simplify accounting, reporting, and filing requirements of the two related corporations which are both engaged in a similar type of property management business; and

WHEREAS as part of such restructuring the Board finds it in the best interest of the Corporation and its shareholder that the Corporation (a) effect a plan of merger (the "Merger") whereby the Corporation and Satuloff Brothers, Inc. merge with each other and into the Corporation as the surviving corporation, and (b) effect the further transactions described herein;

1. Merger into Satuloff Brothers Nevada, Inc.

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby adopt, approve and authorize the Corporation to execute, deliver and perform its obligations under the Plan and Agreement of Merger (the "Plan"), attached hereto and incorporated herein by reference, and any related Articles of Merger, between the Corporation and Satuloff Brothers, Inc.

RESOLVED, that the Plan shall be submitted to the Corporation's shareholder for approval, and that the Board recommends the Plan to the Corporation's shareholder.

2. Authority to do Business.

RESOLVED, that Satuloff Brothers Nevada, Inc., as the surviving corporation, shall file applications for authority to do business in all states and other jurisdictions as to which such authority is made necessary by its newly acquired operations or property.


3. **Ratification and Authorization of Actions.**


RESOLVED, that the officers of the Corporation be and hereby are, together or singly, authorized and directed to execute and deliver resolutions on behalf of the Corporation, approving and ratifying the various acts and transactions described in these resolutions, and

RESOLVED, that the officers of the Corporation be and hereby are, together or singly, authorized and directed on behalf of the Corporation to execute and deliver such documents and to take such other and further actions as may be necessary or appropriate to carry out the full intent and purpose of the foregoing resolutions.

Adopted this 4TH day of DECEMBER, 1997.

DIRECTORS



GAIL LOIS SATULOFF


Barth Satuloff

SHAREHOLDER APPROVAL

The undersigned, being the sole shareholder of all the outstanding capital stock of the Corporation, and waiving any and all requirements of meeting or notice or provision of information, does hereby approve and vote for the adoption of the Plan and Agreement of Merger and the foregoing resolutions of the Board.

Adopted this 4TH day of DECEMBER, 1997.

SHAREHOLDER



Barth Satuloff