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Jon C. Hall
Attorney at Law

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Telephone: (305) 573-0075
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March 13, 1998

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

600002462086--0
-03/18/98--01051--001
*****36.00 *****36.00

Amendment to Articles.
re: 983439

Enclosed please find:

01. Articles of Merger between La Rosa Verde North, Inc.
and La Rosa Verde South, Inc. both Florida corporations
in duplicate.

02. Our check for the filing fee of \$36.00.

Please stamp and return one set to this office to verify the
filing.

Sincerely,
Jon C. Hall

FILED
98 MAY 18 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION BY PHONE TO

CORRECT. _____

DATE _____

DOC. EXAM. _____

600002462086--0
-05/18/98--01005--009
*****34.00 *****34.00

Meran
KRO
5/18

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LA ROSA VERDE NORTH, INC., a Florida corporation, document number
P93000069721

INTO

LA ROSA VERDE SOUTH, INC., a Florida corporation, P93000069731.

File date: May 18, 1998

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1998

JON C. HALL, ATTY.
4100 NORTH MIAMI AVENUE
SUITE 103
MIAMI, FL 33127

SUBJECT: LA ROSA VERDE SOUTH, INC.
Ref. Number: P93000069731

We have received your document for LA ROSA VERDE SOUTH, INC. and check(s) totaling \$36.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$34.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

I HAVE BEEN HOLDING THIS DOCUMENT SINCE THE ENDE OF MARCH. ON APRIL 3, LOIS PROMISED THE MAILING OF THE BALANCE DUE. TO THIS DATE NOTHING HAS BEEN RECEIVED.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 698A00026109

FILED
98 MAY 18 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
AND PLAN OF MERGER
By and Between

LA ROSA VERDE NORTH, INC.
a Florida corporation

and

LA ROSA VERDE SOUTH, INC.
a Florida corporation

WHEREAS, Patrick A. Mills, is the owner of all of the 1000 issued shares of LA ROSA VERDE NORTH, INC. a Florida corporation, and the sole Director and officer of said corporation, and

WHEREAS, Patrick A. Mills, is the owner of all of the 1000 issued shares of LA ROSA VERDE SOUTH, INC., a Florida corporation, and the sole Director and officer of said corporation, and

WHEREAS it is the decision of the Owner of both corporations to merge LA ROSA VERDE NORTH, INC., into LA ROSA VERDE SOUTH, INC.

NOW THEREFOR for and in consideration of the sum of ten dollars and other valuable consideration the receipt of which is hereby acknowledged the following does hereby take place:

01. All of the one thousand shares of LA ROSA VERDE NORTH, INC. are tendered to the Secretary of the Corporation and cancelled.

02. The Secretary of LA ROSA VERDE SOUTH, INC. does hereby issue one thousand new shares of stock to Patrick A. Mills the owner of the existing one thousand shares of issued stock, such that Patrick A. Mills now has a total of 2,000 shares of the common stock of LA ROSA VERDE SOUTH, INC.


03. LA ROSA VERDE NORTH, INC. is hereby merged into LA ROSA VERDE SOUTH, INC., with the successor corporation being LA ROSA VERDE SOUTH, INC. successor corporation.

04. All assets, rights and liabilities of LA ROSA VERDE NORTH, INC. are now the liability of LA ROSA VERDE SOUTH, INC. as the successor corporation.

05. The surviving Director shall be Patrick A. Mills, and the Officers, President and Secretary shall be Patrick A. Mills.

Dated this 24th day of December, 1997.

LA ROSA VERDE NORTH, INC.

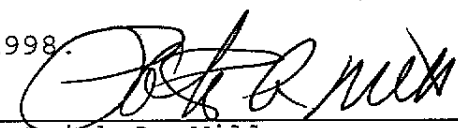
By 
Patrick A. Mills,
Sole Director and President

LA ROSA VERDE SOUTH, INC.

By 
Sole Director and President

Ratification and Approval of 100% of Shareholders
By resolution of the shareholder of each corporation under Special Meeting of the sole Shareholder and sole Director of each corporation on this 24th day of December, 1997, the Shareholder holding 100% of each corporation does hereby ratify and confirm the merger of LA ROSA VERDE NORTH, INC. into LA ROSA VERDE SOUTH, INC. and the issuance of an additional 1,000 shares of stock in LA ROSA VERDE SOUTH, INC. to the undersigned.

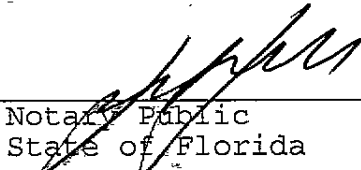
Dated this 24th day of December, 1998.


Patrick A. Mills

STATE OF FLORIDA)

COUNTY OF DADE)

The undersigned does hereby certify that Patrick A. Mills did individually, as sole shareholder, President and Director of both LA ROSA VERDE NORTH, INC, and LA ROSA VERDE SOUTH, INC. acknowledged before me that he signed the aforescribed instrument this 24th day of December, 1998 and presented Drivers License as identification.


Notary Public
State of Florida

OFFICIAL NOTARY SEAL
JON CHAI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 067271
MY COMMISSION EXP. 11-1-2001