

ATTORNEYS AT LAW
234 NORTH KROME AVENUE
HOMESTEAD, FLORIDA 33030

WADE C. PETERSON

TELEPHONE (305) 247-0333

FAX (305) 247-7133

TOLL FREE (800) 380-9099

OF COUNSEL
MARVIN SCHILD

P94000070377

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

December 27, 1999

Re: D'Assign Source & Co., Inc.

200003083652--0
-12/29/99--01095--003
*****78.75 *****78.75

Gentlemen:

Enclosed are the following:

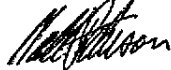
1. Original Articles of Merger, and
2. Check payable to the Florida Department of State in the amount of \$78.75 to cover the costs of the merger (two corporations at \$35.00 each plus \$8.75 for a certified copy of the articles).

The articles are being sent overnight delivery. It is important that the merger be timely filed so that it is effective as of December 31, 1999 for U.S. income tax purposes.

EFFECTIVE DATE
12-31-99

merger
1-11-00
BWS

Best Regards,



Wade C. Peterson

FILED
99 DEC 29 PM 4:45
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

D'ASCANIO CORPORATION, a Florida corporation, 693271

INTO

D'ASIGN SOURCE & CO., INC., a Florida entity, P94000070377

File date: December 29, 1999, effective December 31, 1999

Corporate Specialist: Doug Spitler

FILED
99 DEC 29 PM 4:45
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>
D'ASIGN SOURCE & CO., INC.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
D'ASCANIO CORPORATION	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on December 31, 1999.

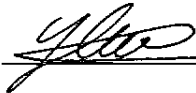
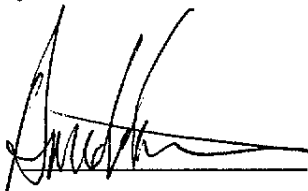
Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on December 20, 1999.

Sixth: Adoption of Merger by merging corporations. The Plan of Merger was adopted by the shareholders of the merging corporation on December 20, 1999.

EFFECTIVE DATE
12-31-99

FILED
99 DEC 29 PM 4:45
CLERK OF CIRCUIT COURT
JANUARY 1, 1999
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual & Title</u>
D'ASIGN SOURCE & CO., INC.		FRANCO L. D'ASCANIO, President and Director
D'ASCANIO CORPORATION		AMEDEO G. D'ASCANIO, President and Director

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S.

First: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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D'ASIGN SOURCE & CO., INC.	Florida
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Second: The name and jurisdiction of each **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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D'ASCANIO CORPORATION	Florida
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Third: The terms and conditions of the merger are as follows:

D'ASCANIO CORPORATION shall merge into the surviving corporation D'ASIGN SOURCE & CO., INC.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shares of the merging corporation shall merge into the existing outstanding shares of the surviving corporation, D'ASIGN SOURCE & CO., INC., with no additional shares to be issued, as the shareholders and ownership of D'ASIGN SOURCE & CO., INC. are identical to that of D'ASCANIO CORPORATION.