

P95000001728

Requestor Name

Equity Ventures Realty, Inc.
P.O. Box 970362
Boca Raton, FL 33497-0362

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OM
P95000001728
Merger
1-13-97

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

REALISTIC INVESTMENTS, INC., a Florida corporation, number P95000039355

INTO

EQUITY VENTURES, INC., a Florida corporation, P95000001728.

File date: January 13, 1997

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER MERGING
REALISTIC INVESTMENTS, INC.,
A FLORIDA CORPORATION
INTO EQUITY VENTURES, INC.,
A FLORIDA CORPORATION**

The undersigned Equity Ventures, Inc., a Florida corporation ("Surviving Corporation") hereby executes these Articles of Merger pursuant to Florida law, including Section 607.1105, Florida Statutes, and states as follows:

1. The Agreement and Plan of Merger ("Plan of Merger") annexed hereto as Exhibit "A" merging Realistic Investments, Inc., a Florida corporation ("Merging Corporation") into Surviving Corporation was adopted and approved by unanimous written consent of all the members of the Board of Directors and all the shareholders of Surviving Corporation as of January 1, 1997 and all the Board of Directors and all the shareholders of Merging Corporation as of January 1, 1997, in accordance with the laws of the State of Florida, including Sections 607.1101 and 607.1103, Florida Statutes.

2. The merger contemplated by the Plan of Merger shall be effective upon filing of these Articles of Merger with the Secretary of the State of Florida.

Dated: 1 - JAN, 1997.

EQUITY VENTURES, INC.,
a Florida corporation

By: Barney Danzansky
Barney Danzansky, President

REALISTIC INVESTMENTS, INC.
a Florida corporation

By: Scott Leon
Scott Leon, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 13 AM 10:21

APPROVED
AND
FILED

**JOINT CORPORATE ACTION BY
THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER
OF REALISTIC INVESTMENTS, INC.**

The undersigned, being the sole member of the Board of Directors and the sole shareholder of Realistic Investments, Inc., a Florida corporation ("Corporation") does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notices and does hereby consent in writing to the adoption of the following resolutions and Agreement and Plan of Merger, taking said actions in lieu of a meeting of the Board of Directors and shareholder:

WHEREAS, this Corporation desires to merge into Equity Ventures, Inc., a Florida corporation, which merger shall be effectuated in accordance with applicable law;

NOW THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger ("Plan of Merger") annexed hereto as Exhibit "A" and the transactions contemplated thereby be, and the same hereby are, determined by the Board of Directors of this Corporation to be in the best interests of this Corporation; and

RESOLVED, that the Board of Directors of this Corporation hereby adopts said Plan of Merger and hereby recommends and submits same to the Shareholders of this Corporation for their approval; and

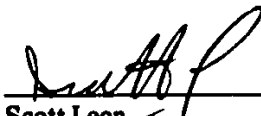
RESOLVED, that the sole shareholder of this Corporation hereby approves said Plan of Merger; and

RESOLVED, that the President of the Corporation, or any other officer of the Corporation, is hereby authorized and empowered to execute and deliver the Plan of Merger, on behalf of and in the name of the Corporation; and said President, and the other officers of this Corporation shall be authorized, empowered and directed to enter into, execute and deliver any and all agreements, documents and instruments and to take any and all actions they deem necessary, proper or advisable to close or to conclude, on behalf of and in the name of the Corporation, the transactions contemplated by the Plan of Merger, and to expedite any and all of the covenants, agreements, terms and conditions of the Plan of Merger; and the Corporation does hereby ratify, confirm and approve and adopt in all respects all acts heretofore done or performed by the officers of the Corporation in connection with the transactions approved by these resolutions.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Board of Directors and the sole shareholder of the Corporation has hereunto set his hand and seal for the purposes herein expressed.

Dated effective as of the 1st day of January, 1997.

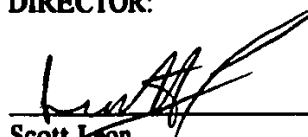
SHAREHOLDER:



Scott Leon

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DIRECTOR:



Scott Leon

**JOINT CORPORATE ACTION BY
THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER
OF EQUITY VENTURES, INC.**

The undersigned, being the sole member of the Board of Directors and the sole shareholder of Equity Ventures, Inc., a Florida corporation ("Corporation") does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notices and does hereby consent in writing to the adoption of the following resolutions and Agreement and Plan of Merger, taking said actions in lieu of a meeting of the Board of Directors and shareholder:

WHEREAS, this Corporation desires Realistic Investments, Inc., a Florida corporation, to merge into it, which merger shall be effectuated in accordance with applicable law;

NOW THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger ("Plan of Merger") annexed hereto as Exhibit "A" and the transactions contemplated thereby be, and the same hereby are, determined by the Board of Directors of this Corporation to be in the best interests of this Corporation; and

RESOLVED, that the Board of Directors of this Corporation hereby adopts said Plan of Merger and hereby recommends and submits same to the Shareholders of this Corporation for their approval; and

RESOLVED, that the sole shareholder of this Corporation hereby approves said Plan of Merger; and

RESOLVED, that the President of the Corporation, or any other officer of the Corporation, is hereby authorized and empowered to execute and deliver the Plan of Merger, on behalf of and in the name of the Corporation; and said President, and the other officers of this Corporation shall be authorized, empowered and directed to enter into, execute and deliver any and all agreements, documents and instruments and to take any and all actions they deem necessary, proper or advisable to close or to conclude, on behalf of and in the name of the Corporation, the transactions contemplated by the Plan of Merger, and to expedite any and all of the covenants, agreements, terms and conditions of the Plan of Merger; and the Corporation does hereby ratify, confirm and approve and adopt in all respects all acts heretofore done or performed by the officers of the Corporation in connection with the transactions approved by these resolutions.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Board of Directors and the sole shareholder of the Corporation has hereunto set his hand and seal for the purposes herein expressed.

Dated effective as of the 1st day of January, 1997.

SHAREHOLDER:


Barney Danzansky

DIRECTOR:

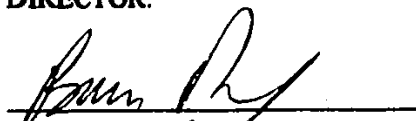

Barney Danzansky

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made and entered into as of the 1 day of January, 1997, by and among REALISTIC INVESTMENTS, INC., a Florida corporation ("Realistic"), and EQUITY VENTURES, INC., a Florida corporation ("Equity"). Realistic and Equity are sometimes referred to herein as "Constituent Corporations".

WITNESSETH:

WHEREAS, the Constituent Corporations desire to merge Realistic with and into Equity upon the terms and conditions hereinafter set forth ("Merger");

NOW, THEREFORE, in consideration of the mutual promises herein exchanged, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. **Recitals.** The foregoing recitals are true and correct and are hereby incorporated herein by this reference.
2. **Merger.** Realistic shall be merged with and into Equity, and Equity shall be the surviving corporation, effective upon the filing of the Articles of Merger with the Secretary of the State of Florida ("Effective Date").
3. **Assets, Liabilities.** On the Effective Date, the separate corporate existence of Realistic shall cease and Equity shall succeed to the assets and liabilities of Realistic in the manner and as more fully set forth herein.
4. **Conversion of Securities.** It is intended that following the Merger the sole shareholder of Realistic will own fifty percent (50%) of the issued and outstanding shares of the capital stock of Equity. To accomplish the foregoing, effective as of the Effective Date, all of the outstanding certificates representing the shares of the capital stock of Realistic shall be deemed to have been surrendered to Equity for cancellation, and the corresponding capital stock of Equity shall be issued in exchange therefore.
5. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of Equity as in effect on the Effective Date shall continue to be the Articles of Incorporation and Bylaws of Equity without change or amendment until further amendment in accordance with the provisions thereof and applicable laws are made.

6. **Directors.** The directors of Equity from and after the Effective Date, to serve until the expiration of their terms and until their successors are elected and qualified shall be as follows:

Barney Danzansky
Scott Leon

7. **Officers.** The officers of Equity from and after the Effective Date, to serve at the pleasure of the Board of Directors of Equity, shall be as follows:

President	-	Barney Danzansky
Vice-President	-	Scott Leon
Secretary	-	Scott Leon
Treasurer	-	Barney Danzansky

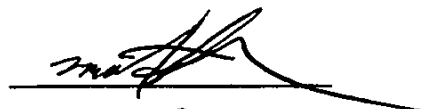
8. **Name.** It is hereby agreed that the name of the surviving corporation shall continue to be Equity Ventures, Inc.

IN WITNESS WHEREOF, the parties have duly executed this Plan as of the date first written above.

Signed, sealed and delivered
in the presence of:



Marci W. Danzansky


Marci W. Danzansky

REALISTIC INVESTMENTS, INC., a
Florida corporation

By:  President
Scott Leon, President

EQUITY VENTURES, INC., a Florida
corporation

By: 
Barney Danzansky, President