

P95000061880



ACCOUNT NO. : 072100000032

REFERENCE : 415079 4303929

AUTHORIZATION :

Patricia Payette

COST LIMIT : \$ ~~122.50~~ 157.50

ORDER DATE : June 4, 1997

ORDER TIME : 9:13 AM

ORDER NO. : 415079-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

800002200908--0

ARTICLES OF MERGER

SALAR ENTERPRISES, INC.

INTO

TOUCH MIAMI, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

FILED
97 JUN -4 AM 10:43
SECRET
TALLAHASSEE, FLORIDA

NOTED
97 JUN -4 PM 9 51

*00050, 01052, 00524, 00672

P95000061880

ARTICLES OF MERGER
Merger Sheet

MERGING:

SALAR ENTERPRISES INC., a Florida corporation P94000017990

NASHUA CROSSING (U.S.A.) INC., a Florida corporation S73509

INTO

TOUCH MIAMI, INC., a Florida corporation, P95000061880

File date: June 4, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 157.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 4, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TOUCH MIAMI, INC.
Ref. Number: P95000061880

RESUBMIT

Please give original
submission date as file date.

We have received your document for TOUCH MIAMI, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The merger should include a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates.

Please note on the cover sheet if that provision is included in the 3rd paragraph.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 997A00030269

*Provision is
included in paragraph 3.*

RECEIVED
97 JUN -5 PM 4:12
DIVISION OF CORPORATION

ARTICLES OF MERGER

97 JUN -4 AM 10:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), NASHUA CROSSING (U.S.A.) INC., a Florida corporation (the "Parent Company"), SALAR ENTERPRISES, INC., a Florida corporation ("Salar"), and TOUCH MIAMI, INC., a Florida corporation ("Touch"), hereby adopt the following Articles of Merger for the purpose of merging Salar with and into Touch (the "Merger").

FIRST: Salar and Touch are wholly-owned subsidiaries of the Parent Company. The Parent Company is merging Salar with and into Touch pursuant to the Plan of Merger adopted by the Board of Directors of the Parent Company on June 3, 1997 (the "Plan of Merger") and attached hereto as Exhibit "A". The provisions of the Plan of Merger are set forth in these Articles of Merger.

SECOND: The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). The existence of Salar shall cease at the Effective Time. The identity, existence, purposes and powers of Touch shall continue unaffected and unimpaired by the Merger.

THIRD: Each of the outstanding shares of capital stock of Salar shall be cancelled and retired with no consideration therefor. The shares of capital stock of Touch issued and outstanding immediately prior to the Effective Time of the Merger shall be unaffected by the Merger.

FOURTH: There are no shareholders of the Parent Company, Touch or Salar that are entitled to vote or dissent from the Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered on behalf of the parties hereto as of June 30, 1997.

NASHUA CROSSING (U.S.A.) INC.

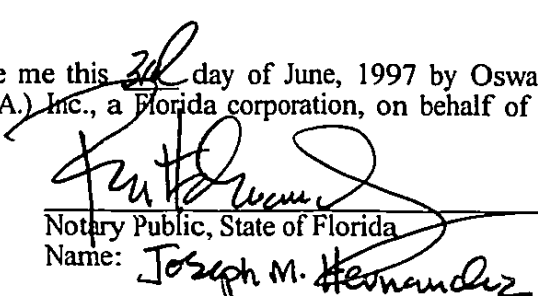
By: _____



Oswaldo Carrillo, President

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing was acknowledged before me this 3rd day of June, 1997 by Oswaldo Carrillo, as President of Nashua Crossing (U.S.A.) Inc., a Florida corporation, on behalf of the corporation, who is personally known to me.


Notary Public, State of Florida

Name: Joseph M. Hernandez

MIAMI/HERNANDEZJ/870175/5nj011.DOC/6/03/97

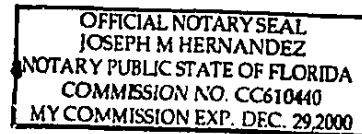


EXHIBIT A

UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING OF THE SOLE DIRECTOR OF NASHUA CROSSING (U.S.A.) INC.

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned, constituting the sole director of Nashua Crossing (U.S.A.) Inc., a Florida corporation (the "Company"), hereby consents to and adopts by this consent the following resolutions:

RESOLVED, that the Company adopt the following Plan of Merger:

FIRST: SALAR ENTERPRISES, INC., a Florida corporation ("Salar"), and TOUCH MIAMI, INC., a Florida corporation ("Touch") are wholly-owned subsidiaries of the Company. Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the Company is merging Salar with and into Touch (the "Merger").

SECOND: The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). The existence of Salar shall cease at the Effective Time. The identity, existence, purposes and powers of Touch shall continue unaffected and unimpaired by the Merger.

THIRD: Each of the outstanding shares of capital stock of Salar shall be cancelled and retired with no consideration therefor. The shares of capital stock of Touch issued and outstanding immediately prior to the Effective Time of the Merger shall be unaffected by the Merger.

FOURTH: There are no shareholders of the Company, Touch or Salar that are entitled to vote or dissent from the Merger.

FURTHER RESOLVED, that the Company as sole shareholder of Salar and Touch hereby waives the mailing requirement pursuant to Section 607.1104(2) of the FBCA.

IN WITNESS WHEREOF, the undersigned, being the sole director of the Company, has executed this consent as of the 3 day of June, 1997.



OSWALDO CARRILLO



THE UNITED STATES
CORPORATION
COMPANY

P95000061880

ACCOUNT NO. : 072100000032

REFERENCE : 415079 4303929

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piquet

ORDER DATE : June 4, 1997

ORDER TIME : 9:15 AM

ORDER NO. : 415079

CUSTOMER NO: 4303929

600002200906--6

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

CHANGE OF AGENT

NAME: TOUCH MIAMI, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY (2)

CONTACT PERSON: Kathy Drake

SECRETARY
TALLAHASSEE FLORIDA

97 JUN -4 PM 12:17

FILED

RECEIVED
97 JUN -4 AM 9:52

6/4

Jon RA Change

TO: Sandra B. Mortham, Secretary of State
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change** its registered agent and registered office in the State of Florida.

1. The name of the corporation is: TOUCH MIAMI, INC.
- 1a. Date of filing: August 10, 1995 Document # P950000061880
2. The name and address of the **current** registered agent and office is:

Juan R. Hernandez, 2222 Ponce de Leon Boulevard, PH#2, Coral Gables, Florida 33134

3. The name and address of the **new** registered agent and office is:

Juan P. Loumiet, Esq., 1221 Brickell Avenue, Miami, Florida 33131

97 JUN -11 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors as of the 3rd day of June, 1997.

TOUCH MIAMI, INC.



Oswaldo Carrillo, President

Dated: June 3, 1997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


Juan P. Loumiet, Registered Agent

Dated: June 3, 1997