



THE UNITED STATES
CORPORATION
COMPANY

P95000061880

ACCOUNT NO. : 072100000032

REFERENCE : 415079 4303929

AUTHORIZATION :

Patricia Pyzdek

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

8000002200908--0

ARTICLES OF MERGER

SALAR ENTERPRISES, INC.

INTO

TOUCH MIAMI, INC.

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

AH 6/4/97

RECEIVED
97 JUN -4 AM 9:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*00050, 01052, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

SALAR ENTERPRISES INC., a Florida corporation P94000017990

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.

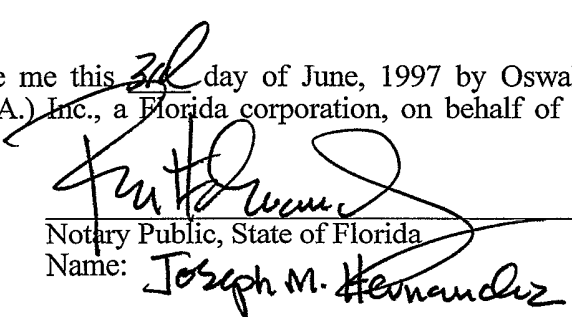
IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered on behalf of the parties hereto as of June 30, 1997.

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/\$nfj01!.DOC/6/03/97

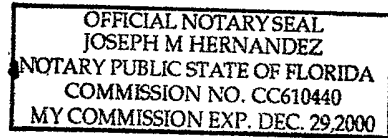


EXHIBIT A

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