

P9500067913

ARTICLES OF MERGER
Merger Sheet

MERGING:

DUTTON BROKERAGE CORP., a Florida corporation, document number
J72959

BEL-AIRE DEVELOPMENT CORP., a Florida corporation, document number
S22697

INTO

MIRON MANAGEMENT CORPORATION, a Florida corporation,
P9500067913

File date: December 31, 1996

Corporate Specialist: Karen Gibson

CONTACT

OFFICE USE ONLY (Document #)

P95000067913

UCC FILING & SEARCH SERVICES, INC.
(Requestor's Name)

526 EAST PARK AVENUE
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

300002042988-0
12/31/96-01107-001
***157.50 ***157.50

OFFICE USE ONLY

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

- 1 Dutton Brokerage Corp. (Corporation Name) (Document #)
- 2 _____ (Corporation Name) (Document #)
- 3 _____ (Corporation Name) (Document #)
- 4 Must have file date of (Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 DEC 31 PM 3:45
FILED

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

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 checked="" 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	

RECEIVED
DEC 31 AM 3:17
OFFICE OF CORPORATION

HOLD FOR PICKUP BY UCC SERVICES

[Handwritten signature]

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL 32301

SUBJECT: MIRON MANAGEMENT CORPORATION
Ref. Number: P95000067913

We have received your document for MIRON MANAGEMENT CORPORATION and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00000143

CORRECTED 1.6.97

Please backdate to 12.31.96,
date of receipt.

ARTICLES OF MERGER
OF
DUTTON BROKERAGE CORP.
AND
MIRON MANAGEMENT CORPORATION
AND
BEL-AIRE DEVELOPMENT CORP.

96 DEC 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
11.1.97

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named to hereby adopt the following articles of merger.

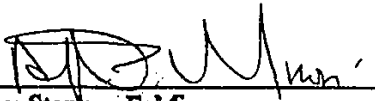
FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Dutton Brokerage Corp., and Bel-Aire Development Corp. (the "Merged Constituent Corporations") with and into Miron Management Corporation as approved and adopted by written consent of the shareholders of each of the Merged Constituent Corporations entitled to vote thereon given on December 27th, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Miron Management Corporation entitled to vote thereon given on December 27, 1996 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

SECOND: Miron Management Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

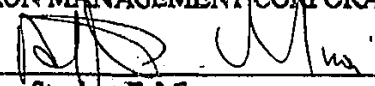
THIRD: The effective date of the merger shall be December 31, 1996.

Executed on this 30th day of December, 1996.


DUTTON BROKERAGE CORP.

By: 
Name: Stephen E. Miron
Title: President

MIRON MANAGEMENT CORPORATION

By: 
Name: Stephen E. Miron
Title: President

BEL-AIRE DEVELOPMENT CORP.

By: 
Name: Stephen E. Miron
Title: President

PLAN OF MERGER
OF
DUTTON BROKERAGE CORP.
AND
BEL-AIRE DEVELOPMENT CORP.
AND
MIRON MANAGEMENT CORPORATION
INTO
MIRON MANAGEMENT CORPORATION

PLAN OF MERGER entered into this 27th day of December, 1996, by DUTTON BROKERAGE CORP., a Florida corporation ("Dutton"), BEL-AIRE DEVELOPMENT CORP., a Florida corporation ("Bel-Aire") and MIRON MANAGEMENT CORPORATION, a Florida corporation ("Management"), approved by resolution adopted by the Board of Directors and Shareholders of Dutton, Bel-Aire and Management on the date hereof.

W I T N E S S E T H :

WHEREAS, the Boards of Directors and Shareholders of each of the constituent corporations deem it advisable and to the advantage, welfare and best interest of the corporations and their shareholders to merge Dutton and Bel-Aire with and into Management pursuant to the provisions of the Florida Business

Corporation Act, in order to reduce administrative, accounting and legal expenses.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereto hereby agree as follows:

1. Dutton, Bel-Aire and Management shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Management, which shall be the surviving corporation from and after the effective date of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under the name "Miron Management Corporation" pursuant to the provisions of the Florida Business Corporation Act. The separate existence of each of Dutton and Bel-Aire, which are sometimes hereinafter referred to as the "Terminating Corporations", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the Surviving Corporation as of the effective time and date of the merger shall continue to be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended or changed as permitted by the provisions of the Florida Business Corporation Act.

3. The By-Laws of the Surviving Corporation upon the effective date of the merger shall be the By-Laws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

5. Each issued share of Dutton shall, at the effective time of the merger and without any action on the part of the holder thereof, be surrendered and canceled. Each issued share of Bel-Aire shall, at the effective time of the merger and without any action on the part of the holder thereof, be converted into 4.4915 shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event this Plan of Merger shall have been fully approved and adopted on behalf of the Surviving Corporation

and the Terminating Corporations in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they shall cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, to effectuate the merger herein provided for.

7. The Boards of Directors and the proper officers of the Terminating Corporations and of the Surviving Corporation are hereby authorized, empowered and directed to any and all acts and things and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. The effective date of the merger shall be December 31, 1996.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each of the constituent corporations as of the date and year first above written.

DUTTON BROKERAGE CORP.

Name: Don Allen
Office: Secretary

By: _____
Name: Stephen E. Miron
Office: President

EXECUTION CONTINUED ON FOLLOWING PAGE

BEL-AIRE DEVELOPMENT CORP.

Name: Julie Miron
Office: Secretary

By: _____
Name: Stephen E. Miron
Office: President

MIRON MANAGEMENT
CORPORATION

Name: Julie Miron
Office: Secretary

By: _____
Name: Stephen E. Miron
Office: President