

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Name	3/27/97
Address	10011
City	10011
Update	10011
Verify	10011
Accountant	10011
W.P. Verifier	10011

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	AAP		

WALK-IN Will Pick Up 3/26/1100

RE: Allen & Moller, PA.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____

<input type="checkbox"/> Art. of Amend. File	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____
<input type="checkbox"/> C U S-	_____
<input type="checkbox"/> Fictitious Name File	_____

100002124621--9

<input type="checkbox"/> Name Reservation	-03/26/97-01074-007
<input type="checkbox"/> Annual Report/Reinstatement	***122.50 ***122.50
<input type="checkbox"/> Reg. Agent Service	_____
<input type="checkbox"/> Document Filing	_____

<input type="checkbox"/> Corporate Kit	_____
<input type="checkbox"/> Vehicle Search	_____
<input type="checkbox"/> Driving Record	_____
<input type="checkbox"/> Document Retrieval	_____

<input type="checkbox"/> UCC 1 or 3 File	_____
<input type="checkbox"/> UCC 11 Search	_____
<input type="checkbox"/> UCC 11 Retrieval	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____
<input type="checkbox"/> Courier Service	_____
<input type="checkbox"/> Shipping/Handling	_____
<input type="checkbox"/> Phone () _____	_____
<input type="checkbox"/> Top Priority	_____
<input type="checkbox"/> Express Mail Prep.	_____
<input type="checkbox"/> FAX () _____ pgs.	_____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

P95000088082

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

JOHN T. ALLEN, JR, P.A. a Florida corporation 466837

INTO

ALLEN & MALLER, P.A., a Florida corporation, P95000088082

File date: March 26, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER BY JOHN T. ALLEN, JR., P.A.
a Florida corporation, INTO ALLEN & MALLER, P.A.
a Florida corporation

FILED
97 MAR 26 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are John T. Allen, Jr., P.A., a Florida corporation and Allen & Maller, P.A., a Florida corporation, who is the surviving corporation. The name of the acquiring corporation of the share exchange is Allen & Maller, P.A., a Florida corporation.

2. On March 1, 1997, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: Section 607.1105, Fla. Stat.

3. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of the shares of each class entitled to vote as a class are as follows:

NAME OF CORPORATION	TOTAL NUMBER OF SHARES	DESIGNATION OF CLASS	NUMBER OF SHARES
John T. Allen, Jr., P.A.	100 Shares	Common Shares	100
Allen & Maller, P.A.	100 Shares	Common Shares	100

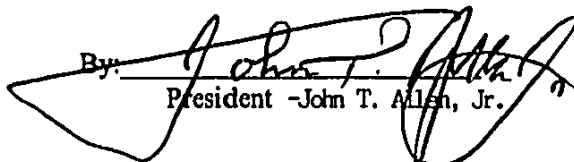
4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively are as follows:

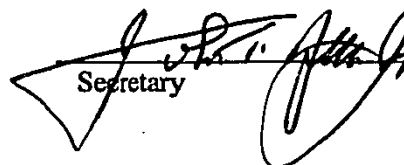
(a) As to John T. Allen, Jr. - 100% of shares for merger

(b) As to Allen & Maller, P.A. - 100% of shares for merger

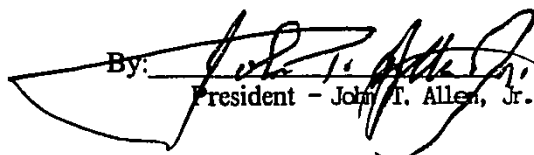
DATED: March 21, 1997

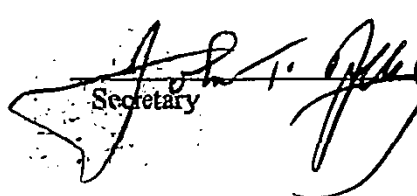
JOHN T. ALLEN, JR., P.A.

By: 
President - John T. Allen, Jr.

 (Seal)
Secretary

ALLEN & MALLER, P.A.

By: 
President - John T. Allen, Jr.

 (Seal)
Secretary

**PLAN OF MERGER OF JOHN T. ALLEN, JR., P.A.,
a Florida corporation and ALLEN & MALLER, P.A.,
a Florida corporation**

A Plan of Merger dated March 29, 1997, between ALLEN & MALLER, P.A., a Florida corporation, referred to as the "Surviving Corporation" and the JOHN T. ALLEN, JR., P.A., a Florida corporation, referred to as the "Absorbed Corporation".

STIPULATIONS

1. Allen & Maller, P.A., a Florida corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal business at 4508 Central Avenue, St. Petersburg, Florida 33711 and is qualified to transact business as a corporation in the State of Florida.

2. Allen & Maller, P.A., a Florida corporation, has a capitalization of \$10,000.00, One Hundred (100) Authorized Shares of One Hundred (\$100.00) Dollars Common Stock of which One Hundred (100) Shares are issued and outstanding. The Allen & Maller, P.A. corporation stock or shares will be increased to Three Hundred (300) Shares prior to the effective date of the merger.

3. John T. Allen, Jr., P.A., a Florida corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4508 Central Avenue, St. Petersburg, Florida 33711, and is qualified to do business as a corporation in the State of Florida.

4. John T. Allen, Jr., P.A., the absorbed corporation has a capitalization of \$10,000.00, One Hundred (100) Authorized Shares of One Hundred (\$100.00) Dollars Common Stock, of which One Hundred (100) Shares are issued and outstanding.

5. The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that John T. Allen, Jr., P.A. be merged into Allen & Maller, P.A. pursuant to the provisions of Section 607.1101, et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants and subject to the terms and conditions set forth, the constituent corporations agree as follows:

(1) Merger: John T. Allen, Jr., P.A., shall merge with and into Allen & Maller, P.A., which shall be the surviving corporation.

(2) Terms and Conditions: On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all of the rights, privileges, immunities, and franchises, and all the property, real, personal, mixed of the absorbed corporation, without the necessity of any separate transfer. The surviving

corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens of the property of the absorbed corporation shall be impaired by the merger.

(3) Conversion of Shares: The manner and basis of converting the shares of the absorbed corporation into shares of the rights, obligations and securities of the surviving corporation is as follows:

(I) The maximum amount of shares of Allen & Maller, P.A., shall be Three Hundred (300) Shares. John T. Allen, Jr. shall personally receive Two Hundred Seven (270) Shares and Karen E. Maller shall receive Thirty (30) Shares granting to Karen E. Maller Ten (10%) Percent of the newly merged corporation.

(ii) All shares of the One Hundred (\$100.00) Dollar Common Stock of John T. Allen, Jr., P.A., issued and outstanding on the effective date of the merger shall be converted into One Hundred Eighty (180) Shares of the Three Hundred (300) Shares of Common Stock of Allen & Maller, P.A., which shares of Common Stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(iii) The conversion shall be effective as follows: After the effective date of the merger, each holder of certificates for shares of Common Stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the Share Certificates, the surviving corporation shall issue and exchange certificates of the Shares of Common Stock of the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interest, a certificate for the number of whole shares representing aggregate of the fractional share interest, and an agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interest.

(iv) Holders of Certificates of Common Stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under the Plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the Certificate for his or her shares in the surviving corporation.

4. **Changes in the Articles of Incorporation:** The Articles of Incorporation of the surviving corporation, Allen & Maller, P.A., shall continue to be Articles of Incorporation following the effective date of the merger and are amended and changed as follows:

(a) The corporation is authorized to issue Three Hundred (300) Shares of Common No Par Stock.

5. **Changes in By-Laws:** The By-Laws of the surviving corporation, Allen & Maller, P.A., shall continue to be its By-Laws following the effective date of the merger and shall not be amended.

6. **Directors and Officers:** The Directors and Officers of the surviving corporation, Allen & Maller, P.A., on the effective date of the merger shall continue as the Directors and Officers of the surviving corporation for the full unexpired terms of their offices until their successors have been elected or appointed and a qualified as of the effective date of the merger shall be as follows:

President/Chairman of Board of Directors :	John T. Allen, Jr.
Member, Board of Directors:	Karen E. Maller
Secretary:	John T. Allen, Jr.

7. **Prohibited Transactions:** Neither of the constituent corporations shall, prior to the effective date if the merger, engage in any business or transaction other than in the ordinary course of business except that the absorbed and surviving corporation may pay regular quarterly dividends on their outstanding Common Shares in the respective amounts of One Hundred (\$100.00) per share and take all actions necessary or appropriate under the laws of the State of Florida to consummate the merger.

8. **Approval by Shareholders:** This Plan of Merger shall be submitted for the approval of the Shareholders of the contingent corporations in the manner provided by the applicable laws of the State of Florida at a meeting to be held on or before March 29, 1997, or at such other time as to which time the Board of Directors of the constituent corporations may agree.

9. **Effective Date of Merger:** The effective date of merger shall be the date when the Articles of Merger are filed with the Florida Department of State, March 29, 1997, there being no foreign corporation whose jurisdiction of the Articles of Merger would be filed with.

10. **Abandonment of Merger:** This Plan of Merger may be abandoned by action of the Board of Directors of either of the surviving or abandoned corporation at any time prior to the effective date of the happening of either of the following events:

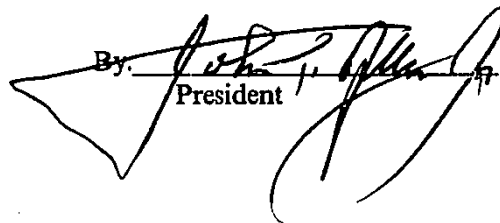
(a) If the merger is not approved by the Shareholders of either the surviving or the absorbed corporation on or before March 29, 1997; or

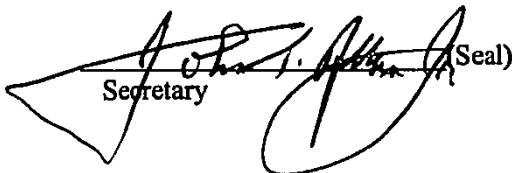
(b) If, in the judgment of the Board of Directors of either of the surviving or absorbed corporation, merger would be impractical because of the number of descending shareholders asserting appraisal rights under the laws of the State of Florida.

11. Execution of Agreement: This Plan of Merger may be executed in any number of counter-parts and each counter-part shall constitute an original instrument.

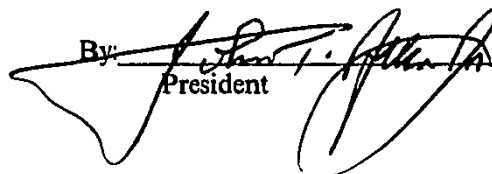
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

JOHN T. ALLEN, JR., P.A.,
a Florida corporation

By: 
President

 (Seal)
Secretary

ALLEN & MALLER, P.A.,
a Florida corporation

By: 
President

 (Seal)
Secretary