

N 96000002142

201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9177
904-222-6793 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 204649 4140C

AUTHORIZATION : Patricia Pizit
COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 204649-005

CUSTOMER NO: 4140C

700002041157--8

CUSTOMER: Ms. Carol Maletta
Shutts & Bowen
Suite 500
250 Australian Avenue South
West Palm Beach, FL 33401

ARTICLES OF MERGER

THE VALLEY FOUNDATION, INC.

INTO

VALLEY FOUNDATION, INC.

FILED
96 DEC 30 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Morgan 1/2/97 DL

RECEIVED
96 DEC 30 PM 12:05
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 30, 1996

CSC NETWORKS
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: VALLEY FOUNDATION, INC.
Ref. Number: N9600002142

RESUBMIT
Please give original
submission date as file date.

We have received your document for VALLEY FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 696A00057690

RECEIVED
DEC 31 AM 2:41
DIVISION OF CORPORATIONS

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835-6500
FACSIMILE (407) 650-6530

December 30, 1996

VIA FEDERAL EXPRESS

Ms. Deborah Schroder
CSC Networks
1201 Hays Street
Tallahassee, Florida 32301

Re: Valley Foundation, Inc.
Order No. 204649-005

Dear Ms. Schroder:

I am enclosing with this letter an original Plan of Merger which has been signed by the directors of both corporations participating in the merger. You will note that since it is not a company with any shares outstanding, the merger consists just of the transfer of assets from the New York corporation to the Florida corporation. Hopefully what I have provided you will be sufficient for filing. If not, please contact me immediately. My office is closing at noon on Tuesday so I would appreciate it if you can get back to me prior to that time to confirm whether the document has been filed or not.

Also, if a copy of the Plan of Merger is all that is required to be filed, I would appreciate it if you would return to me the original Plan of Merger.

Sincerely,


David A. Gart

DAG/cm

Enclosure

WPB95 33020.1 - CAM

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1003 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011-3120-661-0660
FACSIMILE 011-3120-642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 267-2081

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 8RE ENGLAND
TELEPHONE 011-4471-493-4849
FACSIMILE 011-4471-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 350-6300
BROWARD (305) 467-0841
FACSIMILE (305) 361-0902

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 425-6316

ARTICLES OF MERGER
of
THE VALLEY FOUNDATION, INC. (NEW YORK)
into
VALLEY FOUNDATION, INC. (FLORIDA)

FILED
96 DEC 30 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, the undersigned hereby certify:

First: That the name of the not for profit corporations participating in the merger are The Valley Foundation, Inc., a New York corporation, and Valley Foundation, Inc., a Florida corporation.

Second: The parties executed a Plan of Merger which was approved by the board of directors of each corporation. The board of directors of The Valley Foundation, Inc. (New York) approved the Plan of Merger on December 6, 1996. At such time there were three directors in office and the vote in favor of the merger was unanimous. The board of directors of Valley Foundation, Inc. (Florida) approved the Plan of Merger on December 6, 1996. At such time there were three directors in office and the vote in favor of the merger was unanimous.

Third: The members of Valley Foundation, Inc. (Florida) approved the merger by unanimous written consent in accordance with Fla. Statute 617.0701. The members of The Valley Foundation, Inc. (New York) also approved the merger by unanimous written consent.

Fourth: The effective date of the merger shall be December 31, 1996, or, if later, upon the filing of these Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, each of the constituent corporations has caused these Articles to be executed on its behalf by its President or Vice President and its Secretary and acknowledged by one of such officers.

Date: December 6, 1996

Attest:

THE VALLEY FOUNDATION, INC.

James C. Collins
James C. Collins, Secretary

By: Bradley I. Collins, Jr.
Bradley I. Collins, Jr.
Vice President

[Signatures Continued on the Following Page]

Attest:

VALLEY FOUNDATION, INC.

James C. Collins
James C. Collins
Secretary

By: Carol O. Collins, President
Carol O. Collins,
President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 6th day of December, 1996 by Bradley I. Collins, Jr., Vice President of The Valley Foundation, Inc., a New York not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced CITIBANK MASTERCARD as identification. NYS & R. License

John L. Attanasio
NOTARY PUBLIC
JOHN L. ATTANASIO
Typed or Printed Name of Notary

My commission expires:

STATE OF NEW YORK)
COUNTY OF NEW YORK)

JOHN L. ATTANASIO
Notary Public, State of New York
No. 01AT4675522
Qualified in Suffolk County
Comm. Expires 1997

The foregoing instrument was acknowledged before me this 6th day of December, 1996 by Carol O. Collins, President of Valley Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced CITIBANK MASTERCARD as identification.

John L. Attanasio
NOTARY PUBLIC
JOHN L. ATTANASIO
Typed or Printed Name of Notary

My commission expires:

WP895 21724

JOHN L. ATTANASIO
Notary Public, State of New York
No. 01AT4675522
Qualified in Suffolk County
-2-Comm. Expires 1997

PLAN OF MERGER
OF
THE VALLEY FOUNDATION, INC. (NEW YORK)
into
VALLEY FOUNDATION, INC. (FLORIDA)

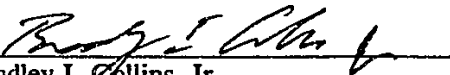
The following Plan of Merger has been adopted by the Board of Directors of The Valley Foundation, Inc., a New York not-for-profit corporation, and by the Board of Directors of Valley Foundation, Inc., a Florida not-for-profit corporation.

- (1) The names of the constituent corporations are The Valley Foundation, Inc., and Valley Foundation, Inc. The name of the surviving corporation is Valley Foundation, Inc.
- (2) The membership and holders of certificates evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:
 - (a) The by-laws of The Valley Foundation, Inc. (New York), provide that each person who signed the certificate of incorporation, or is named therein as a director, and each person admitted to membership in the corporation under the by-laws, shall be a member of the corporation until his membership terminates by death or resignation. Each member has full voting rights. There are currently three members of the corporation, Carol O. Collins, Bradley I. Collins, Jr., and James C. Collins. There are no holders of certificates evidencing capital contributions or subventions.
 - (b) The by-laws of Valley Foundation, Inc. (Florida), provide that the corporation shall have one class of members. Persons may be members by virtue of their designation as directors of the corporation in the articles of incorporation, or may become members by admission to membership by the board of directors, under the provisions of the by-laws. Each member has full voting rights. There are currently three members of the corporation, Carol O. Collins, Bradley I. Collins, Jr., and James C. Collins. There are no holders of certificates evidencing capital contributions or subventions.
- (3) The terms and conditions of the proposed merger are as follows:
 - (a) The Valley Foundation, Inc. (New York), will merge into Valley Foundation, Inc. (Florida), on December 31, 1996, or as soon as practicable thereafter. All members of The Valley Foundation, Inc. (New York), are now and will remain members of Valley Foundation, Inc. (Florida). At the time of merger, all assets of The Valley Foundation, Inc. (New York), will become assets of Valley Foundation, Inc. (Florida). Following approval of this Plan of Merger

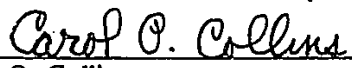
by the members of The Valley Foundation, Inc. (New York), application will be made to the supreme court of the State of New York in the judicial district in which the principal office of The Valley Foundation, Inc. (New York), is located, for approval, pursuant to Section 907 of the Not-For-Profit Corporation Law of the State of New York ("Approval by the supreme court"). Once such approval has been obtained, the parties hereto will cause to be filed articles of merger with the State of Florida and a certificate of merger with the State of New York.

- (b) The by-laws of Valley Foundation, Inc. (Florida), as in effect on the effective date of the merger shall be and shall constitute the by-laws of the surviving corporation until the same shall be properly amended or repealed.
 - (c) The officers and directors of Valley Foundation, Inc. (Florida), shall continue in their current offices under the terms and provisions of the by-laws of Valley Foundation, Inc. (Florida).
 - (d) The effect of the merger shall be the effect described in Section 905 of the Not-For-Profit Corporation Law of the State of New York ("Effect of merger or consolidation"), except insofar as the law of the State of Florida provides otherwise.
 - (e) The parties agree to execute all documents necessary to consummate this transaction.
- (4) No amendments or changes in the certificate of incorporation of the surviving corporation, Valley Foundation, Inc. (Florida), will be effected by the merger.
 - (5) The surviving corporation, Valley Foundation, Inc. (Florida), agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or any obligation of The Valley Foundation, Inc. (New York). The surviving corporation, Valley Foundation, Inc. (Florida), further agrees that it may be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of Section 907 of the Not-For-Profit Corporation Law of the State of New York ("Approval by the supreme court"), or the use of such property, or any transaction in connection therewith.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, have signed this Plan of Merger on the date indicated below their signatures.


Bradley I. Collins, Jr.
Vice-President, The Valley Foundation, Inc.
(New York)

Dated: December 6, 1996


Carol O. Collins
President, Valley Foundation, Inc.
(Florida)

Dated: December 6th, 1996