



THE UNITED STATES
CORPORATION
COMPANY

P96000003943

ACCOUNT NO. : 072100000032

REFERENCE : 877182 164228A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyjot

ORDER DATE : July 1, 1998

ORDER TIME : 11:38 AM

ORDER NO. : 877182-005

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.a.
Suite 202
1375 Jackson Street
Fort Myers, FL 33901

98 JUL -1 PM 3:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002577833-8

ARTICLES OF MERGER

ENVIRONMENTAL SYSTEM SERVICES,
INC.

INTO

LEE ISLAND VENTURES, INC.

RECEIVED
98 JUL -1 PM 1:17
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

Morgan

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

VS JUL 2 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENVIRONMENTAL SYSTEM SERVICES, INC., a Florida corporation, J13683

INTO

LEE ISLAND VENTURES, INC., a Florida corporation, P96000003943

File date: July 1, 1998

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
ENVIRONMENTAL SYSTEM SERVICES, INC.,
a Florida corporation

FILED
98 JUL -1 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO
LEE ISLAND VENTURES, INC.,
a Florida corporation

PURSUANT to §607.1104 and §607.1105 of the Florida Statutes, the undersigned corporations, ENVIRONMENTAL SYSTEM SERVICES, INC., a Florida corporation, ("ESSI") and LEE ISLAND VENTURES, INC., a Florida corporation, ("LIV"), adopt the following Articles of Merger for the purpose of merging ESSI, into its wholly owned subsidiary, LIV.

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of ESSI into LIV is attached hereto as Exhibit "A" and incorporated herein by reference.

Adoption of Plan

2. The Plan of Merger was approved by the Board of Directors of each of ESSI and LIV and, although technically not required under §007.1104, was submitted to the shareholders of each corporation.

Approval of Merger

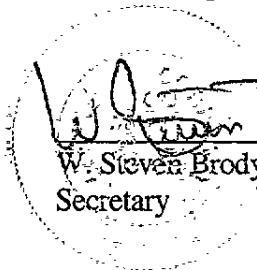
3. On June 29, 1998 the sole shareholder of ESSI approved the Plan of Merger, merging that corporation into its wholly owned subsidiary, LIV. As such, the sole shareholder of LIV, being ESSI, approved the Plan of Merger on that date as well. The written consent of the sole shareholder of ESSI, was issued in lieu of a special meeting called for that purpose. There are no dissenting shareholders or other shareholders of ESSI or LIV and all mailing requirements which might otherwise have been deemed applicable have been waived.

Effective Date

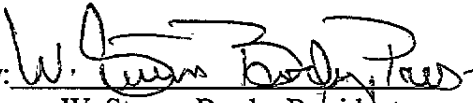
4. The Plan of Merger shall be effective July 1, 1998.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of June 30, 1998.

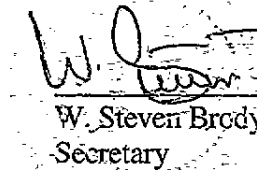
Attest: (Corporate Seal)


W. Steven Brody,
Secretary

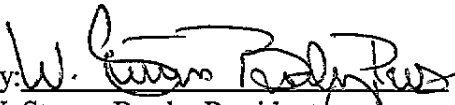
LEE ISLAND VENTURES, INC.,
a Florida corporation
(Surviving corporation)

By: 
W. Steven Brody, President

Attest.: (Corporate Seal)


W. Steven Brody,
Secretary

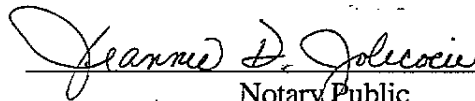
**ENVIRONMENTAL SYSTEM
SERVICES, INC.,**
a Florida corporation
(Non-surviving corporation)

By: 
W. Steven Brody, President

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, W. Steven Brody as President and Secretary of both Environmental System Services, Inc. and Lee Island Ventures, Inc. Florida corporations, to me known to be the individual described in and who executed the foregoing Articles of Merger and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 30th day of June, 1998.


Notary Public
Name: Jeannie D. Jolicœur
Certificate No. or
Serial No. _____

My Commission Expires

(SEAL)



JEANNIE D. JOLICOEUR
COMMISSION # CC611519
EXPIRES JAN. 5, 2001

PLAN OF MERGER

OF

ENVIRONMENTAL SYSTEM SERVICES, INC.,
a Florida corporation

INTO

LEE ISLAND VENTURES, INC.,
a Florida corporation

Exhibit "A"
PLAN OF MERGER

THIS PLAN OF MERGER provides for the merger of ENVIRONMENTAL SYSTEM SERVICES, INC., a Florida corporation ("ESSI") into its wholly owned subsidiary corporation, LEE ISLAND VENTURES, INC., a Florida corporation ("LIV"). As such, LIV shall be the surviving corporation.

Conversion of Shares

In light of the fact that there exists but a single shareholder of ESSI, that being W. Steven Brody, his shares of ESSI may be converted to shares of LIV by delivering to the Secretary of LIV all share certificates held by Mr. Brody in ESSI. Upon receiving same and cancelling said shares of record, the Secretary of LIV shall (1) likewise cancel the shares of LIV owned of record by ESSI, and (2) shall issue new shares of LIV to Mr. Brody. Furthermore, in light of the fact that: Mr. Brody is the only shareholder of ESSI; ESSI is the only shareholder of LIV; and Mr. Brody will be the only shareholder of LIV; the number of LIV shares to be delivered to Mr. Brody shall equal the number of shares of LIV previously owned of record by ESSI. There being no other shareholders, no prorata issuance of shares is called for, and no persons or entities exist who would or might otherwise have had dissenter's rights.

Property and Obligations

As a result of the merger, the surviving corporation, LIV, shall own title to all property of each and every kind, owned by ESSI prior to the date of merger. Likewise, LIV shall thereafter be responsible and liable for all liabilities and obligations of ESSI existing prior to the date of merger. This provision shall not be deemed an attempt to circumvent any creditor's rights, claims, actions or proceedings existing prior to the date of merger, which, rather, shall be governed by §607.1106(1)(d) and (e), Florida Statutes.