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ACCOUNT NO. : 072100000032

REFERENCE : 652567 4332563

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 652567-005

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CUSTOMER NO: 4332563

CUSTOMER: Robert B. Macaulay, Esq
Macaulay Zorrilla & Robin,
1402 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

ARTICLES OF MERGER

WOODFIELD ENTERPRISES, INC.

INTO

WINDSOR CAPITAL CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* Cert Copy

ARTICLES OF MERGER
Merger Sheet

MERGING:

WOODFIELD ENTERPRISES, INC., a Florida corporation, document
P96000059024

INTO

WINDSOR CAPITAL CORP., a Delaware corporation not qualified in Florida

File date: December 31, 1997

Corporate Specialist: Carol Mustain

Account number: 072100000032

Account charged: 122.50

PLAN AND ARTICLES OF MERGER
OF
WOODFIELD ENTERPRISES, INC.,
A FLORIDA CORPORATION,
INTO
WINDSOR CAPITAL CORP.,
A DELAWARE CORPORATION

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Woodfield Enterprises, Inc.	Florida
Windsor Capital Corp.	Delaware

SECOND: That a plan of merger between the parties to the Merger has been approved and adopted by the board of directors of each of the Constituent Corporations in accordance with the requirements of Florida and Delaware law and that upon filing this document with the Secretary of State of Florida and a certificate of merger with the Secretary of State of Delaware, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is Windsor Capital Corp., a Delaware corporation (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Windsor Capital Corp. ("WCC") as the Surviving Corporation shall continue its corporate existence as a Delaware corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes of action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

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Corporation.

(2) From and after the Effective Time, (i) the Certificate of Incorporation and By-laws of WCC, as existing immediately prior to the Effective Time, shall be the Certificates of Incorporation and By-Laws of the Surviving Corporation subject to any subsequent amendments; (ii) the members of the Board of Directors of Woodfield Enterprises, Inc. ("Woodfield") holding office immediately prior to the Effective Time shall become the members of the Board of Directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's by-laws; and (iii) all persons who hold executive offices of Woodfield at the Effective Time shall be elected by the board of directors of the Surviving Corporation to hold the same offices of the Surviving Corporation, each to serve subject to the Surviving Corporation's by-laws.

(b) Conversion of Securities

As of the Effective Time and without any action on the part of the Constituent Corporations or the holders of any of the securities of either of these corporations each of the events set forth below shall occur. All capitalized terms are defined in the Agreement and Plan of Merger referred to in the SIXTH article hereof:

(1) Each of the Woodfield Shares issued and outstanding immediately prior to the Effective Time shall be converted into one share of WCC Common Stock. All such shares of Woodfield Common Stock shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each certificate previously evidencing any such shares shall thereafter represent the right to receive certificates evidencing such number of shares of WCC Common Stock into which such shares of Woodfield Common Stock were converted. The holders of such certificates previously evidencing shares of Woodfield Common Stock outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares of Woodfield Common Stock except as otherwise provided herein or by law;

(2) Any shares of Woodfield Common Stock held in the treasury of Woodfield immediately prior to the Effective Time shall automatically be canceled and extinguished without any conversion thereof and no payment shall be made with respect thereto;

(3) In fulfillment of the obligation of Woodfield to issue securities underlying Units sold in its Private Placement to purchasers in the Private Placement, WCC shall issue on the terms and subject to the conditions set forth in the Memorandum: shares of WCC Common Stock on the basis of one share for each share of Woodfield Common Stock sold in the Private Placement.

(4) The 1,045,000 shares of WCC Common Stock previously issued and outstanding prior to the Merger will remain issued and outstanding;

(5) At the Effective Time, there shall be no securities convertible into or exercisable or exchangeable for shares of WCC Common Stock except for the Woodfield Warrants, representing the right to acquire 552,500 shares of WCC Common Stock, and WCC's Class A Warrants, representing the right to acquire 500,000 shares of WCC Common Stock.

FIFTH: The merger was approved as follows:

(a) The Plan of Merger (the "Plan") was approved by a majority in interest of the shareholders of WCC by written consent on December 22, 1997, pursuant to Section 228 of the Delaware General Corporation Law.

(b) The Plan was approved by a majority in interest of the shareholders of Woodfield by written consent on December 22, 1997, pursuant to Section 607.0704 of the Florida Business Corporation Act.

SIXTH: The Agreement and Plan of Merger dated December 18, 1997, by and between WCC and Woodfield is on file at the principal place of business of the Surviving Corporation at 350 E. Irving Park Road, Roselle, Illinois 60172, and will be furnished on request without cost to any shareholder of either of the Constituent Corporations which are parties hereto.

WINDSOR CAPITAL CORP.

By: 

PRESIDENT

WOODFIELD ENTERPRISES, INC.

By: 

CHIEF EXECUTIVE OFFICER