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P96000064996

May 23, 1997

Secretary of State
Division of Corporations
State of Florida
409 E. Gains Street
Tallahassee, Florida 32399

Re: Articles of Merger
Leander Properties N.V. merger with
Leander Properties NV Inc.

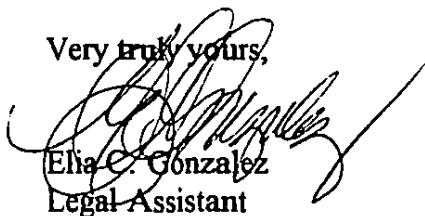
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****122.50 ****122.50

Dear Sir:

I have enclosed Articles of Merger, together with a copy of the Plan and Agreement of Merger to be filed with the State of Florida.

In addition, I have enclosed a check in the amount of \$122.50 representing the filing fee of \$35.00 per corporation and \$52.50 for a certified copy of the filed documents.

Very truly yours,


Elia C. Gonzalez
Legal Assistant

enc.

OK
P96000064996
Merger
McClint Corp
5-27-97
1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEANDER PROPERTIES N.V., a Netherlands Antilles corporation not qualified in
the State of Florida.

INTO

LEANDER PROPERTIES NV INC., a Florida corporation, P96000064996

File date: May 27, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER OF
Leander Properties N.V.
a Netherlands Antilles corporation

INTO
Leander Properties NV Inc.
a Florida corporation

Pursuant to FSA § 607.1105, the corporations described herein,
desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is:

Leander Properties NV Inc.

The name of the surviving corporation has not been changed as a
result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated
in Florida on August 5, 1996.

ARTICLE III

The name of the nonsurviving corporation is:

Leander Properties N.V.

The state of domicile of the nonsurviving corporation is Curacao,
Netherland Antilles.

The date of incorporation of the nonsurviving corporation is
April 25, 1978.

ARTICLE IV

The Plan of Merger containing the information required by FSA
§ 607.1101 is attached as Exhibit A, which is attached hereto and
made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger was approved by the shareholders and board of directors on February 24, 1997. The number of votes cast for the merger was sufficient for approval.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

The merger was approved by the shareholders and managing director on February 24, 1997. The number of votes cast for the merger was sufficient for approval.

ARTICLE VII

These Articles of Merger are effective as of the date of filing.

Dated: Feb. 24, 1997

Leander Properties N.V., a
Netherland Antilles corporation
By: Covenant Managers, N.V.,
Managing Director

By: James Walfenzao
James Walfenzao

Leander Properties NY Inc., a
Florida corporation

By: Abraham Feldsztejn, President

PLAN AND AGREEMENT OF MERGER

OF

Leander Properties N.V.
a Netherlands Antilles corporation

AND

Leander Properties NV Inc.
a Florida corporation

PLAN AND AGREEMENT OF MERGER entered into on February 24, 1997 by Leander Properties N.V., a business corporation of the Netherlands Antilles ("Disappearing Corporation"), and approved by resolution adopted by its Board of Directors on said date, and entered into on February 24, 1997 by Leander Properties NV Inc., a business corporation of the State of Florida ("Surviving Corporation"), and approved by resolution adopted by its Board of Directors on said date.

RECITALS:

A. Disappearing Corporation is a business corporation of the Netherlands Antilles with its registered office therein located at L.B. Smithplein 3, P.O. Box 6, Curacao, Netherlands Antilles; and

B. The total number of shares of stock which Disappearing Corporation has authority to issue is 300 shares all of which are of one class and of a par value of \$100.00 each; and

C. Surviving Corporation is a business corporation of the State of Florida with its registered office therein located at 4747 Collins Avenue, #1216, Miami Beach, Florida 33140; and

D. The total number of shares of stock which Surviving Corporation has authority to issue is 500, all of which are of one class and of a par value of \$1.00 each; and

E. The Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

F. The Laws of the Netherlands Antilles permits the merger of a business corporation of the Netherlands Antilles with and into a business corporation of another jurisdiction; and

G. Disappearing Corporation and Surviving Corporation and the respective Board of Directors thereof deem it advisable and to the advantage, welfare, and best interest of said corporations and their respective stockholders to merge Disappearing Corporation with an into Surviving Corporation pursuant to the provisions of the Laws of the Netherland Antilles and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Disappearing Corporation and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Surviving Corporation and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Disappearing Corporation and Surviving Corporation shall, pursuant to the provisions of the Laws of the Netherland Antilles and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Surviving Corporation, which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Disappearing Corporation shall cease at said effective time in accordance with the provisions of the Laws of the Netherland Antilles.

2. Attached hereto and made a part hereof is a copy of the Articles of Incorporation which shall continue to be the Articles of Incorporation of Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of Surviving Corporation will be the by-laws of Surviving Corporation and will 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 Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of 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 Surviving Corporation.

5. Each issued share of Disappearing Corporation shall, at the effective date of the merger, not be converted or exchanged in any manner, but each such share which is issued as of the effective date of the merger shall continue to represent one issued share of Surviving Corporation.

6. Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Disappearing Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

Stewart A. Merkin, Esq.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of Disappearing Corporation in accordance with the provisions of the Laws of the Netherland Antilles and upon behalf of Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the Netherland Antilles and Florida, and that they will cause to be performed all necessary acts within the Netherland Antilles and State of Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of Disappearing Corporation and of Surviving Corporation are hereby authorized, empowered, and directed to do 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 and Agreement of Merger or of the merger herein provided for.

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed shall become effective in the State of Florida, shall be January 1, 1997.

10. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida or at any time prior to the filing of any requisite merger documents with the Netherland Antilles and the Secretary of State of the State of Florida as provided by law.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: Feb. 24, 1997

Leander Properties N.V. a
Netherland Antilles
corporation
By: Covenant Managers, N.V.,
Managing Director

By:  JAMES HALFER

Leander Properties NV Inc.,
a Florida corporation

By:  ABRAHAM FELDSTEJN

Abraham Feldsztejn,
President

CERTIFICATE OF SECRETARY
OF LEANDER PROPERTIES N.V.
(a Netherland Antilles corporation)

The undersigned, being the Managing Director of Leander Properties N.V., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Laws of the Netherland Antilles, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: February 24, 1997.

Covenant Managers, N.V., Managing Director

By: 

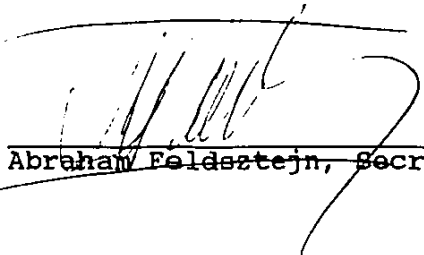
JAMES WALFENZAO, Managing Director

James Walfenzao

CERTIFICATE OF SECRETARY
LEANDER PROPERTIES NV INC.
(a Florida corporation)

The undersigned, being the Secretary of Leander Properties NV Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of Florida, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: February 24, 1997.



Abraham Feldsztejn, Secretary