

P96000102636

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

MG INVESTMENTS, INC., an Illinois corporation, F9600000585

INTO

MG INVESTMENTS OF ORLANDO, INC., a Florida corporation, P96000102636

File date: January 27, 1997

Corporate Specialist: Darlene Connell

P96000102636

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

RE: MG Investments
of

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 \$ _____

RECEIVED
96 JAN 27 AM 10:31
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Morgan
01-27-97
DC

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <i>merged</i>		
<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		
CUS- <u>100002068901--3</u>		
Fictitious Name File <u>-01/27/97--01012--006</u>		
	****122.50	****122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<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		

FILED
97 JAN 27 PM 2:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AMP</u>	_____	_____	_____

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

WALK-IN Will Pick Up 127110

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

ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1101 and 607.1107, Florida Statutes, the undersigned domestic and foreign corporations have adopted the following articles of merger for the purpose of merging them in one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

<u>Name of Corporation</u>	<u>State</u>
MG Investments, Inc.	Illinois
MG Investments of Orlando, Inc.	Florida

2. The laws of the state of Illinois permit such merger.

3. The name of the surviving corporation is MG Investments of Orlando, Inc. and it is to be governed by the laws of the State of Florida.

4. The attached plan of merger was approved by the directors and stockholders of the undersigned domestic corporations on December 31, 1996, in the manner prescribed by statute and in the manner prescribed by the laws of the state under which it is organized.

5. MG Investments of Orlando, Inc. the Surviving Corporation, further agrees that it will promptly pay to the dissenting stockholders of any corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Illinois corporate law with respect to the rights of dissenting stockholders.

6. The effective date of this merger shall be earlier of the dates permitted by law of (a) when a certificate of merger is issued by the Secretary of State of the State of Florida; or (b) upon the filing of articles of merger; or January 1, 1997.

7. Dated: January 23, 1997.

[execution on next page]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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IN WITNESS WHEREOF, the undersigned officers of the merging corporations have hereunto set their hands and seals on January 23, 1997.

MG Investments, Inc.

By: *Gary Bertrand*
Gary Bertrand, President

MG Investments of Orlando, Inc.

By: *Gary Bertrand*
Gary Bertrand, President

STATE OF FLORIDA
COUNTY OF ORANGE

ON THIS DAY personally appeared before me, the undersigned officer, GARY BERTRAND, president of and on behalf of MG Investments, Inc., personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on January 23, 1997.

[Signature]
THOMAS V. SPARTANO I
Notary Public - State of Florida
My Commission Expires Oct 2, 2000
Commission # CC00029

STATE OF FLORIDA
COUNTY OF ORANGE

ON THIS DAY personally appeared before me, the undersigned officer, GARY BERTRAND, president of and on behalf of MG Investments of Orlando, Inc., personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on January 23, 1997.

[Signature]
THOMAS V. SPARTANO I
Notary Public - State of Florida
My Commission Expires Oct 2, 2000
Commission # CC00029

HOPY

MERGER AGREEMENT

THIS AGREEMENT of merger made effective the 1st day of January 1997, between MG INVESTMENTS OF ORLANDO, INC., a Florida corporation, hereinafter called the Surviving Corporation, and MG INVESTMENTS, INC., an Illinois corporation, hereinafter called the Absorbed Corporation.

RECITALS

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida, with its principal business located at 2105 Howell Branch Road, Maitland, Florida 32751 and its executive office located at 9107 Sloane Street, Lake Nona, Orlando, Florida 32827.

WHEREAS, Surviving Corporation has a capitalization of Ten Thousand [10,000] authorized shares of common stock, having a par value of One Hundredth of a Dollar (\$0.01) per share, of which One Thousand shares are issued and outstanding.

WHEREAS, Absorbed Corporation is a corporation duly organized and existing under the laws of the State of Illinois, with its principal office located at 2105 Howell Branch Road, Maitland, Florida 32751 and is qualified to do business as a foreign corporation in the State of Florida.

WHEREAS, Absorbed Corporation has a capitalization of Ten Thousand [10,000] authorized shares of common stock, having a par value of Zero Dollars (\$0.00) per share, of which 1,000 shares are issued and outstanding.

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that MG INVESTMENTS, INC. be merged into MG INVESTMENTS OF ORLANDO, INC., in accordance with the provisions of Section 607.1101, Florida Statutes, 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.

SECTION ONE

MERGER

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

Absorbed Corporation shall merge with and into MG INVESTMENTS OF ORLANDO, INC., which shall be the surviving corporation.

SECTION TWO

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 the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE

CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the common stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into One [1] share of the common stock of Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon 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 to 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.

(b) 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 to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion of their fractional share interests.

(c) 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 such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the Surviving Corporation.

SECTION FOUR

ARTICLES OF INCORPORATION

The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE

BYLAWS

The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX

DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation 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 and until their successors have been elected or appointed and qualified.

SECTION SEVEN

LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular dividends on their outstanding common shares in the respective amounts no more than Twenty Dollars (\$20.00) per share and Twenty Dollars (\$20.00) per share], and take all action necessary or appropriate under federal and state law to consummate this merger.

SECTION EIGHT

APPROVAL OF SHAREHOLDERS

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meeting to be held on or before December 31, 1996, or at such other time as the boards of directors of the constituent corporations may agree.

SECTION NINE

EFFECTIVE DATE

The effective date of this merger shall be earlier of the dates permitted by law of (a) when a certificate of merger is issued by the Secretary of State of the State of Florida; or (b) upon the filing of articles of merger; or January 1, 1997.

SECTION TEN

ABANDONMENT OF MERGER

This agreement of merger may be abandoned by action of the board of directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date on 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 December 31, 1996; or

(b) If, in the judgment of the board or directors of either the surviving or the absorbed corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

SECTION ELEVEN

EXECUTION OF AGREEMENT

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

MG INVESTMENTS OF ORLANDO, INC.

by:


Gary Bertrand, President

MG INVESTMENTS, INC.

by:


Gary Bertrand, President