

P 97 0000 16490

LAW OFFICES
MONTELLO & KENNEY, P.A.

701 BRICKELL AVENUE
SUITE 1200
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

FILED
98 JAN -2 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 30, 1997

FEDERAL EXPRESS

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

800002388768--2
-01/02/98--01094--001
*****70.00 *****70.00

Re: Articles of Merger

Ladies and Gentlemen:

Enclosed please find Articles of Merger of FBO Funding Corp. into FBO Acquisition Inc. and a check for \$70.00 representing the filing fee. If you should have any questions or need additional information, please call me.

Sincerely,



Louis R. Montello

Enclosures

Merges
1-8-98

P97000016490

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FBO FUNDING CORP., a Florida corporation, document number P97000054325

INTO

FBO ACQUISITION INC., a Florida corporation, P97000016490.

File date: January 2, 1998

Corporate Specialist: Karen Gibson

AND PLAN
ARTICLES/OF MERGER
OF
FBO FUNDING CORP.
INTO
FBO ACQUISITION INC.

FILED
98 JAN -2 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0704, 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act, FBO Funding Corp., a Florida corporation ("FBO Funding"), and FBO Acquisition Inc., a Florida corporation ("FBO Acquisition"), hereby adopt the following Articles of Merger for the purpose of merging FBO Funding into FBO Acquisition (the "Merger"):

FIRST: The names of the corporations that are parties to the Merger are:

FBO Acquisition Inc. - Surviving Corporation
FBO Funding Corp.

SECOND: The effective date of the Merger shall be December 31, 1997 (the "Effective Date").

THIRD: On the Effective Date, each outstanding share of FBO Funding Common Stock shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

FOURTH: The sole shareholder of each of FBO Funding and FBO Acquisition adopted the plan of merger on December 30, 1997, by written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida General Corporation Act.

IN WITNESS WHEREOF, FBO Funding and FBO Acquisition have caused these Articles of Merger to be executed in their respective corporate names and on their behalf by their respective presidents on December 30, 1997.

FBO FUNDING CORP.

FBO ACQUISITION INC.

By: 

Louis R. Montello,
President

By: 

Louis R. Montello,
President