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June 5, 1997

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ROBERT M. WOOD
JAMES L. HEINE
THOMAS C. SNOOK

GEORGE B. LEONARD (1878-1966)
ARTHUR L.H. STREET (1877-1961)
BENEDICT DEINARD (1899-1969)
AMOS S. DEINARD (1898-1965)

SIDNEY LORBER
SIDNEY BARROWS
DAVID G. BARATTI
BARRY MCGRATH
LARRY D. STARNES
OF COUNSEL

VIA FEDERAL EXPRESS

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

Dear Sir/Madam:

Enclosed for filing are the original and one copy of Articles of Merger of Canadian Holding Company, a Minnesota corporation, into Canadian Holding Company, a Florida corporation. A check in the amount of \$122.50 is enclosed to cover the \$70 filing fee plus \$52.50 for a certified copy.

Please send the certified copy to the undersigned in the self-addressed stamped envelope provided. Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD

By *Gail E. Partlow*
Gail E. Partlow
Paralegal

/gep (23610-1)
Encs.
cc: Eugene U. Frey
Morris M. Sherman

WRITER'S DIRECT DIAL NUMBER
(612) 335-1636

FILED
91 JUN -6 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1000000-1801-16
-1801-18
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FILED
91 JUN -6 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
E. Frey
13

**ARTICLES OF MERGER OF
CANADIAN HOLDING COMPANY,
A MINNESOTA CORPORATION,
INTO
CANADIAN HOLDING COMPANY,
A FLORIDA CORPORATION**

FILED
97 JUN -6 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida 1989 Business Corporation Act, the undersigned corporations do hereby adopt and verify the following Articles of Merger:

1. The laws of the State of Minnesota permit the merger described in the attached Plan and Agreement of Merger, and Canadian Holding Company, a Minnesota corporation (the "Merged Corporation") has complied with the laws of the State of Minnesota in effecting said merger.

2. Canadian Holding Company, a Florida corporation (the "Surviving Corporation"), complies with Sections 607.1101-1105 of the Florida 1989 Business Corporation Act.

3. The terms and provisions of the merger are contained in the attached Plan and Agreement of Merger.

4. The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State and Articles of Merger are filed with the Minnesota Secretary of State.

5. The attached Plan and Agreement of Merger was adopted by the Board of Directors and the shareholders of the Merged Corporation by unanimous written consent in lieu of a meeting on the 22nd day of May, 1997, and was adopted by the Board of Directors and the shareholders of the Surviving Corporation by unanimous written consent in lieu of a meeting on the 22nd day of May, 1997.

Signed this 22nd day of May, 1997.

CANADIAN HOLDING COMPANY,
a Florida corporation
(Surviving Corporation)

By


Eugene U. Frey, President

By


Morris M. Sherman, Secretary

CANADIAN HOLDING COMPANY,
a Minnesota corporation
(Merged Corporation)

By E. U. Frey
Eugene U. Frey, President

By M. M. Sherman
Morris M. Sherman, Secretary

STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

The foregoing instrument was acknowledged before me this 22nd day of May, 1997, by Eugene U. Frey, the President of Canadian Holding Company, a Florida corporation, on behalf of the corporation.

Gail E. Partlow
Notary Public



STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

The foregoing instrument was acknowledged before me this 22nd day of May, 1997, by Eugene U. Frey, the President of Canadian Holding Company, a Minnesota corporation, on behalf of the corporation.

Gail E. Partlow
Notary Public



**PLAN AND AGREEMENT OF MERGER
MERGING
CANADIAN HOLDING COMPANY,
A MINNESOTA CORPORATION
INTO
CANADIAN HOLDING COMPANY,
A FLORIDA CORPORATION**

AGREEMENT made this 22nd day of May, 1997, by and between Canadian Holding Company, a Minnesota corporation (hereinafter "MN Company") and Canadian Holding Company, a Florida corporation (hereinafter "FL Company" or "Surviving Corporation"), each of which are hereinafter referred to as "Constituent Corporations."

WITNESSETH:

WHEREAS, MN Company, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Minnesota on December 11, 1996, has an authorized capital stock consisting of one thousand (1,000) shares of common stock, with a par value of One-half Cent (\$.005) per share, of which one hundred (100) shares of such stock are now issued and outstanding.

WHEREAS, FL Company, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on May 19, 1997, has an authorized capital stock consisting of one thousand (1,000) shares of common stock, with a par value of One-half Cent (\$.005) per share, of which one hundred (100) shares of such stock are issued and outstanding, and

WHEREAS, the Boards of Directors of MN Company and FL Company deem it desirable and in the best interest of the respective Constituent Corporations and their shareholders that MN Company be merged with and into FL Company (hereinafter

"merger") pursuant to Sections 302A.601 et. seq. of the Minnesota Business Corporation Act and Section 607.1101 et. seq. of the Florida 1989 Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Merger. The effective date of the merger shall be the date the following actions are completed: (a) appropriate articles of merger are filed in accordance with the Minnesota Business Corporation Act and (b) appropriate articles of merger are filed in accordance with the Florida 1989 Business Corporation Act, (the "Effective Date"). On the Effective Date, MN Company shall be deemed to have merged with and into FL Company which shall survive the merger.

2. Name of Surviving Corporation. The name of the Surviving Corporation shall be Canadian Holding Company.

3. Governing Law: Certificate of Incorporation. The laws which are to govern the Surviving Corporation are the laws of the State of Florida. On the Effective Date of the merger, the Articles of Incorporation of FL Company shall be the Articles of Incorporation of the Surviving Corporation until the same shall be amended in accordance with the provisions thereof.

4. Bylaws. On the Effective Date of the merger, the Bylaws of FL Company shall be the Bylaws of the Surviving Corporation until the same shall be amended in accordance with the provisions thereof.

5. Conversion of Outstanding Securities on Merger. Upon the Effective Date of the merger each of the shares of common stock of MN Company outstanding on said Effective Date shall be cancelled.

6. Service of Process upon Surviving Corporation. The Surviving Corporation agrees that it may be served with process in the State of Minnesota in any proceeding for enforcement of any obligation of a Constituent Corporation, as well as for enforcement of the right of a dissenting shareholder of a Constituent Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Minnesota as its agent to accept service of process in any such suit or proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Minnesota is:

Canadian Holding Company
4351 Gulf Shore Boulevard North, No. 6 South
Naples, FL 34103

The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of MN Company, the Minnesota domiciled Constituent Corporation, the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

8. Effect of Merger. On the Effective Date of the merger, MN Company shall cease to exist separately and shall be merged with and into the Surviving Corporation in accordance with the provisions of this Agreement and with the provisions of and with the effect provided under the laws of the States of Minnesota and Florida. As provided therein, on the Effective Date of the merger, the Surviving Corporation shall possess all of the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and

obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties and all and singular, the rights, privileges, powers, duties and obligations of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account, as well as stock subscriptions and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in each of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective 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.

9. Further Assurances. From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, MN Company will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Agreement.

10. Directors of Surviving Corporation. The directors of the Surviving Corporation shall be the directors of FL Company, who shall serve until their successors shall have been elected and shall have qualified pursuant to the Bylaws of the Surviving Corporation.


12. Officers of Surviving Corporation. The principal officers of the Surviving Corporation shall be the officers of FL Company, who shall serve until their successors shall have been elected and shall have qualified pursuant to the Bylaws of the Surviving Corporation. The Surviving Corporation may have such other officers as shall be provided in its Bylaws.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

CANADIAN HOLDING COMPANY
a Minnesota Corporation

By 
Eugene U. Frey, President

Attest:



Morris M. Sherman, Secretary

:

CANADIAN HOLDING COMPANY
a Florida Corporation

By 
Eugene U. Frey, President

Attest:


Morris M. Sherman, Secretary