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P97000077965

January 10, 2000

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

100003096161--8
-01/12/00--01065--006
*****43.75 *****43.75

RE: COASTLINE PROPERTY HOLDING CORP. merger into
COASTLINE PROPERTY I, INC.

Gentlemen:

100003096161--8
-01/25/00--01001--011
*****35.00 *****35.00

Enclosed herewith please Plan of Merger and Articles of Merger merging the Florida corporation Coastline Property Holding Corp. into Coastline Property I, Inc., together with our check in the amount of \$43.75 to cover the filing fee and a certified copy.

We would appreciate your filing the enclosed documents and returning the certified copy to our office as soon as possible. If you should require any further information and/or documentation to complete the merger, please advise accordingly. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content with the certified copy.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

M. Frankel

MELVIN F. FRANKEL

MFF:cj
Enclosures (as stated)

Merger

V. SHEPARD JAN 25 2000

B

FILED
00 JAN 24 PM 4:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

COASTLINE PROPERTY HOLDING CORP., a Florida corporation,
P97000077938

INTO

COASTLINE PROPERTY I, INC., a Florida entity, P97000077965

File date: January 24, 2000

Corporate Specialist: Velma Shepard

Law Offices
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PROFESSIONAL ASSOCIATION

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January 21, 2000

VELMA SHEPARD
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

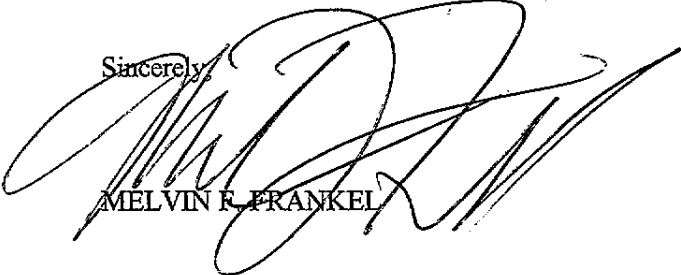
Re: **Merger Filing**
COASTLINE PROPERTY I, INC.
COASTLINE PROPERTY HOLDING CORP.

Dear Ms. Shepard:

Pursuant to today's telephone conversation regarding additional filing charges required on the above referenced corporations, enclosed please find Check No. 13117 in the amount of \$35.00.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,


MELVIN F. FRANKEL

MFF/ds
Enclosure (as stated)

Rec'd 1/24

ARTICLES OF MERGER
Sections 607.1101 - 607.1107, F.S.

FILED
00 JAN 24 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name:</u>	<u>Jurisdiction:</u>
COASTLINE PROPERTY I, INC.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name:</u>	<u>Jurisdiction:</u>
COASTLINE PROPERTY HOLDING CORP.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the sole shareholder of the parent/merging corporation, COASTLINE PROPERTY HOLDING CORP., which is the sole shareholder of its subsidiary COASTLINE PROPERTY I, INC., the subsidiary being the surviving corporation. COASTLINE PROPERTY CO. LTD., a Cayman corporation, is the sole shareholder of COASTLINE PROPERTY HOLDING CORP., a Florida corporation, the merging corporation and has approved this merger.

Sixth: Executed on behalf of both the merging and the surviving corporation and the sole common shareholder this 6th day of January, 2000.

COASTLINE PROPERTY I, INC., a Florida corporation
The Subsidiary and Surviving Corporation

BY: Lisa Voice
LISA VOICE, President/Director

COASTLINE PROPERTY HOLDING CORP., a Florida corporation
as the Parent and Merging Corporation

BY: Lisa Voice
LISA VOICE, President/Director

COASTLINE PROPERTY CO. LTD., a Cayman corporation
Sole Shareholder of the Parent Corporation

BY: Lisa Voice
LISA VOICE, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at one hundred (100%) percent of the outstanding shares of each class of the subsidiary corporation is:

Name:

Jurisdiction:

COASTLINE PROPERTY HOLDING CORP.

Florida

The name and jurisdiction of the subsidiary corporation is:

Name:

Jurisdiction:

COASTLINE PROPERTY I, INC.

Florida

The manner and basis of converting the shares of the parent into shares, obligations, or other securities of the subsidiary or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The parent corporation shall be merged into the subsidiary corporation, and the shares of the subsidiary corporation being the only asset of the parent corporation shall be distributed to the sole shareholder wholly in exchange for the shares of the parent corporation, all of which has been consented to and approved by the sole shareholder of the parent corporation.

There is only one shareholder, COASTLINE PROPERTY CO. LTD., a Cayman corporation, and there are no minority rights to consider under section 607.1104 F.S. and/or 607.1320 F.S. Further, COASTLINE PROPERTY CO. LTD., a Cayman corporation, approves this Plan of Merger and has joined herein.

Executed on behalf of both the merging and the surviving corporations and the sole common shareholder this 6TH day of January, 2000.

COASTLINE PROPERTY I, INC., a Florida corporation
The Subsidiary and Surviving Corporation

BY: Lisa Voice
LISA VOICE, President/Director

COASTLINE PROPERTY HOLDING CORP., a Florida corporation
as the Parent and Merging Corporation

BY: Lisa Voice
LISA VOICE, President/Director

COASTLINE PROPERTY CO. LTD., a Cayman corporation
Sole Shareholder of the Parent Corporation

BY: Lisa Voice
LISA VOICE, President