

P97000097536
GW&WADE

November 18, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002353888--9
-11/21/97--01044--006
*****70.00 *****70.00

RE: Merger of Sandrick Associates, Inc., a Massachusetts corporation into Sandrick Associates, Inc., a Florida corporation

Enclosed is an original and one copy of the Articles and Plan of Merger and check #150 for \$70 payable to the Florida Department of State (\$35 per party to the merger).

Note that the effective date of the merger is November 30, 1997.

Please mail the approved copy to:

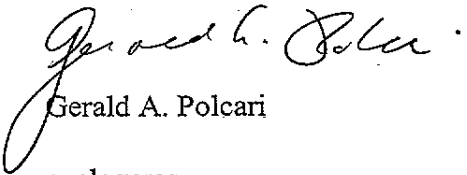
Gerald Polcari
G.W. & Wade, Inc.
62 Walnut Street
Wellesley, MA 02181

Telephone: 781-239-1188

FILED
97 NOV 21 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter.

Yours very truly,


Gerald A. Polcari
enclosures

EFFECTIVE DATE
11-30-97

merger
TLL DEC 9 1997

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SANDRICK ASSOCIATES, INC., a Massachusetts corporation not authorized to
transact business in Florida

INTO

SANDRICK ASSOCIATES, INC., a Florida corporation, P97000097536.

File date: November 21, 1997 , effective November 30, 1997

Corporate Specialist: Thelma Lewis

SANDRICK ASSOCIATES, INC.

ARTICLES OF MERGER

1470 South Ocean Boulevard, Suite 702
Pompano Beach, Florida 33062

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

EFFECTIVE DATE
11-30-97

Pursuant to the Special Meeting of the Board of Directors, Officers and Shareholders of Sandrick Associates, Inc., a Massachusetts corporation and the Special Meeting of the Board of Directors and Officers of Sandrick Associates, Inc., a Florida corporation, the corporations have agreed to merge effective November 30, 1997 with Sandrick Associates, Inc., a Florida corporation, being the survivor corporation.

A. Name of Each Corporation Merging and Name of Surviving Corporation

- (i) Sandrick Associates, Inc. a Massachusetts Corporation
- (ii) Sandrick Associates, Inc. a Florida Corporation
- (iii) Sandrick Associates, Inc. a Florida Corporation the surviving corporation

B. Terms & Conditions

- (i) Subject to vote of approval of the Directors, Officers and Shareholders of Sandrick Associates, Inc., a Massachusetts corporation. Such approval was granted in a Special Meeting held in Belmont, Massachusetts on November 1, 1997. A copy of the minutes of such meeting are attached hereto. Subject to vote of approval of the Directors and Officers of Sandrick Associates, Inc., a Florida corporation. Such approval was granted in a Special Meeting held in Belmont, Massachusetts on November 17, 1997. A copy of the minutes of such meeting are attached hereto.

C. Manner & Basis of Converting Shares

- (i) Each common share of Sandrick Associates, Inc. a Massachusetts corporation shall be exchanged for a common share of Sandrick Associates, Inc., a Florida corporation. The conversion shall be deemed to occur on the effective date of the merger, November 30, 1997.

D. Effective Date

- (i) The effective date of the merger shall be November 30, 1997.

Sandrick Associates, Inc.

Plan of Merger

Page Two

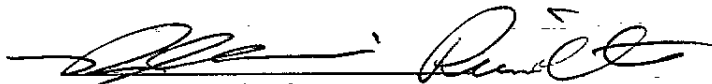
E. Shareholder Approval

- (i) Granted by Sandrick Associates, Inc. a Massachusetts corporation on November 1, 1997; Granted by Sandrick Associates, Inc., a Florida corporation on November 17, 1997.

F. Date of Adoption of the Plan by the Board of Directors or Shareholders of each Corporation

- (i) Approved by the Board of Directors and shareholders of Sandrick Associates, Inc., a Massachusetts corporation on November 1, 1997; Approved by the Board of Directors of Sandrick Associates, Inc., a Florida corporation on November 17, 1997.

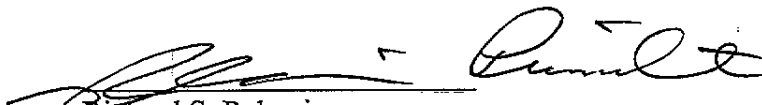
Certified by the President of Sandrick Associates, Inc., a Massachusetts corporation and the President of Sandrick Associates, Inc., a Florida corporation.



Richard S. Polcari

President, Sandrick Associates, Inc. (Massachusetts)

November 17, 1997



Richard S. Polcari

President, Sandrick Associates, Inc. (Florida)

SANDRICK ASSOCIATES, INC.

P.O. Box 79191
Belmont, MA 02179

Minutes of Special Meeting of the Board of Directors, Officers and Shareholders of Sandrick Associates, Inc.

A special meeting of the Board of Directors, Officers and Shareholders of Sandrick Associates, Inc. was held in Belmont, Massachusetts on November 1, 1997 to address and vote on the following issue:

- 1) Proposed merger of Sandrick Associates, Inc., a Massachusetts corporation into Sandrick Associates, Inc., a Florida corporation effective November 30, 1997 pursuant to MGL Chapter 156B, section 79.

There was a full discussion of the proposed merger, whereby it was determined that merger of the corporation effective November 30, 1997 would be in the best interests of the corporation. It was further decided that the Massachusetts Articles of Merger and the corporation's final Massachusetts Annual Report are to be prepared by the corporation's attorney and accountant.

RESOLVED by unanimous vote that the corporation be merged into Sandrick Associates, Inc., a Florida corporation, pursuant to MGL Chapter 156B, section 79 effective November 30, 1997.

Certified by the Clerk of Sandrick Associates, Inc., a Massachusetts corporation


Richard S. Polcari, Clerk

November 1, 1997

SANDRICK ASSOCIATES, INC.

1470 South Ocean Boulevard, Suite 702
Pompano Beach, Florida 33062

Minutes of Special Meeting of the Board of Directors, Officers and Shareholders of Sandrick Associates, Inc.

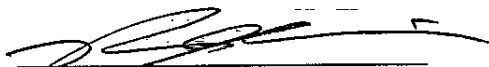
A special meeting of the Board of Directors, Officers and Shareholders of Sandrick Associates, Inc. a Florida corporation, was held in Belmont, Massachusetts on November 17, 1997 to address and vote on the following issue:

1) Proposed merger of Sandrick Associates, Inc., a Massachusetts corporation into Sandrick Associates, Inc., a Florida corporation effective November 30, 1997 pursuant to Florida Statutes 607.1101.

There was a full discussion of the proposed merger, whereby it was determined that merger of the corporation effective November 30, 1997 would be in the best interests of the corporation. It was decided that the Florida surviving corporation would adopt the outstanding bylaws of the Massachusetts corporation. It was further decided that the Florida Articles of Merger are to be prepared by the corporation's attorney and accountant.

RESOLVED by unanimous vote that Sandrick Associates, Inc., a Massachusetts corporation be merged into Sandrick Associates, Inc. a Florida corporation, pursuant to Florida Statutes 607.1101 effective November 30, 1997.

Certified by the Clerk of Sandrick Associates, Inc., a Florida corporation


Richard S. Polcari, Clerk

November 17, 1997