

ALLEN & GALEGO
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MIAMI • KEY BISCAYNE

P97000102076

John M. Mischel
jm@ag-law.com

October 6, 1999

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

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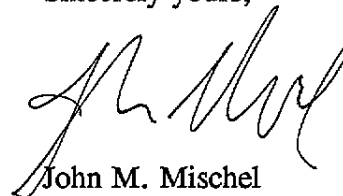
Re: Filing of Merger Documents for
The Canzeri Company, Inc.

Ladies and Gentlemen:

In connection with the above matter, enclosed please file the enclosed merger documents. A check in the amount of \$70.00 is enclosed.

If you have any questions, do not hesitate to contact me.

Sincerely yours,


John M. Mischel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger
10-20-99
JMM

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

THE CANZARI COMPANY, a non-qualified Washington DC corporation

INTO

THE CANZERI COMPANY, INC., a Florida entity, P97000102076.

File date: October 8, 1999

Corporate Specialist: Doug Spitler

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated December 15, 1997, by and between The Canzeri Company, a Washington, D.C. corporation (hereinafter called "Canzeri DC") and The Canzeri Company, Inc. (hereinafter called "Canzeri Florida"), a Florida corporation.

WHEREAS:

1. The Boards of Directors of Canzeri DC and Canzeri Florida have resolved that Canzeri DC be merged and pursuant to the General Corporation Law of Washington D.C. and the General Corporation Law of Florida into a single corporation existing under the laws of the State of Florida, to wit, The Canzeri Company, Inc., which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.
2. The authorized capital stock of Canzeri DC consists of 100 shares of Common Stock with no par value (hereinafter called "Canzeri DC Common Stock"), of which 100 shares are issued and outstanding;
3. The authorized capital stock of Canzeri Florida consists of 100 shares of Common Stock with no par value (hereinafter called "Canzeri Florida Common Stock"), of which 100 shares are issued and outstanding;
4. The representative Boards of Directors of Canzeri DC and Canzeri Florida have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of Washington D.C. and the General Corporation Law of Florida that The Canzeri Company shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit The Canzeri Company, Inc., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying on the same into effect.

1. Stockholder's Meetings; Filings; Effects of Merger

- 1.1 Canzeri DC Stockholders' Meeting: Canzeri DC shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of Washington D.C. at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.
- 1.2 Action by Canzeri DC as Sole Stockholder of Canzeri Florida: On or before January 1, 1998, Canzeri DC, as the sole stockholder of Canzeri Florida, shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.
- 1.3 Effectuation of Merger; Effective Date: If (a) this Agreement is adopted by the stockholders of Canzeri DC in accordance with the Business Corporation Law of Washington D.C., (b) this Agreement has been adopted by Canzeri DC as the sole shareholder of Canzeri Florida, in accordance with the General Corporation Law of the Washington D.C., and (c) this Agreement

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CLERK OF DISTRICT COURT
WASHINGTON, D.C.

is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then the merger shall be effectuated by the reissuing of Canzeri Florida Common Stock to the current shareholders of Canzeri DC in continuity of proprietary interest. The merger shall become effective at December 23, 1997.

- 1.4 Certain Effects of the Merger: On the Effective Date, the separate existence of Canzeri DC shall cease, and Canzeri DC shall be merged into Canzeri Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as private nature, and being subject to all the restrictions, disabilities and duties of Canzeri DC; and all and singular, the rights, privileges, powers and franchises of Canzeri DC, and all property, real, personal, and mixed, and all debts due to Canzeri DC on whatever account, as well for stock subscriptions and all other things in action and belonging to Canzeri DC, shall be vesting 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 Canzeri DC, and title to any real estate vested by deed or otherwise, under the Laws of Washington D.C. or Florida or any other jurisdiction, in Canzeri DC, shall not revert or in any way be impaired; but all rights of creditors and all liens upon any property of Canzeri shall be preserved unimpaired, and all debts, liabilities, and duties of Canzeri DC shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective date, the last acting officers of Canzeri DC or the corresponding officers of the Surviving Corporation, may, in the name of Canzeri DC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Canzeri DC property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry on the purpose of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws:

- 2.1 Name of Surviving Corporation: The name of the Surviving Corporation from and after the Effective Date shall be The Canzeri Company, Inc.
- 2.2 Certificate of Incorporation: The Certificate of Incorporation of Canzeri Florida as in effect on the date thereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changes or amended as provided by law.
- 2.3 By-Laws: The By-Laws of Canzeri Florida, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities:

The manner and basis of converting the shares of the capital stock of Canzeri DC and the nature and amount of securities of Canzeri Florida which the holders of shares of Canzeri DC Common Stock are to receive in exchange for such shares are as follows:

- 3.1 Canzeri DC Common Stock: Each one share of Canzeri DC Common Stock which shall be issued and outstanding, immediately before the Effective Date shall, by virtue of the Merger

and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Canzeri Florida Common Stock, and outstanding certificates representing shares of Canzeri DC Common Stock shall thereafter represent shares of Canzeri Florida Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

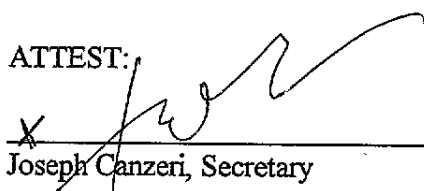
- 3.2 Canzeri Florida Common Stock held by Canzeri DC: All issued and outstanding shares of Canzeri Florida Common Stock held by Canzeri DC immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous:

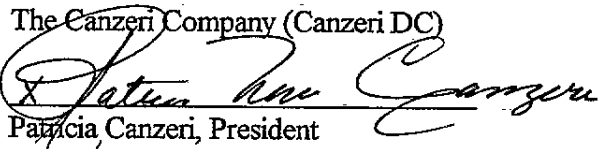
- 4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Canzeri DC, if the Board of Directors of Canzeri DC or of the Surviving Corporation duly adopt a resolution abandoning this Agreement or Merger.
- 4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by The Canzeri Company (Canzeri DC) and The Canzeri Company, Inc. (Canzeri Florida) all on the date first written above.

ATTEST:

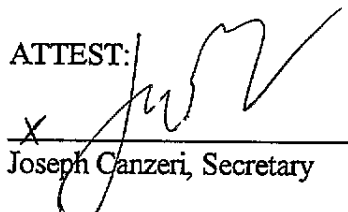
X 
Joseph Canzeri, Secretary

The Canzeri Company (Canzeri DC)

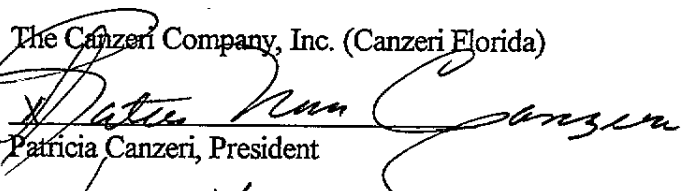
X 
Patricia Canzeri, President

NOVAK

ATTEST:

X 
Joseph Canzeri, Secretary

The Canzeri Company, Inc. (Canzeri Florida)

X 
Patricia Canzeri, President

NOVAK

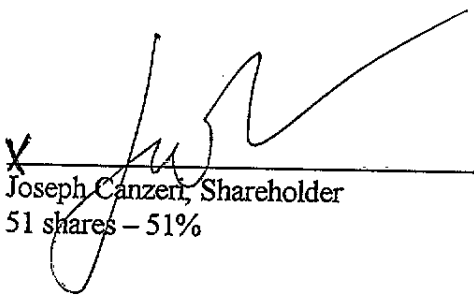
UNANIMOUS CONSENT OF THE SHAREHOLDERS OF THE CANZERI COMPANY

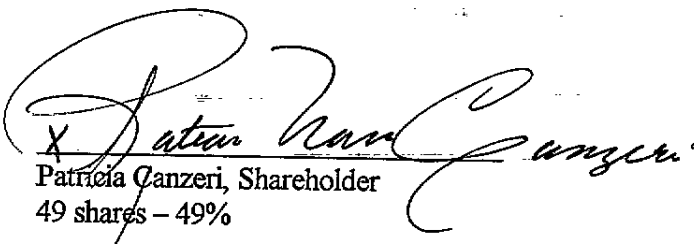
Unanimous Consent of the Shareholders of The Canzeri Company

The undersigned, being the shareholders of The Canzeri Company, a Washington D.C. corporation, hereby consents to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of the shareholder held on December 15, 1997.

RESOLVED, That the Corporation merge with The Canzeri Company, Inc. pursuant to the Agreement of merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes;

FURTHER RESOLVED, That the Agreement of merger and Plan of Merger and Reorganization is approved and adopted.

X 
Joseph Canzeri, Shareholder
51 shares - 51%

X 
Patricia Canzeri, Shareholder
49 shares - 49%

NOVAK

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CANZERI COMPANY

A Special Meeting of the Board of Directors of The Canzeri Company was held on the 15th of December, 1997 at the Florida office of the Corporation.

The entire membership of the Board was present in person, as follows:

Patricia Canzeri	Joseph Canzeri
601 Brickell Key Drive #805	601 Brickell Key Drive #805
Miami, Florida 33131	Miami, Florida 33131
Chairman of the Board	Board Member

The President presented to the meeting an Agreement of Merger and Plan of Merger and Reorganization by and between the Corporation and The Canzeri Company, Inc., a copy of which is attached to these minutes. After full discussion regarding the Agreement of Merger and Plan of Merger and Reorganization, upon Motion of Patricia Canzeri, duly seconded by Joseph Canzeri, the following resolutions were unanimously adopted:


RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation with The Canzeri Company, Inc., upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, is in the best interests of this Corporation and is recommended as acceptable to the stockholders;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into between this Corporation and The Canzeri Company, Inc., presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That the Chairman of the Board, the President, or the Vice President of this Corporation are authorized and directed in the name and on behalf of this Corporation and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes herein as the said officers may approve, their execution thereof to the conclusive evidence of such approval; and

FURTHER RESOLVED, That the actions of the officers of the Corporation in causing the incorporation of The Canzeri Company, Inc., a Florida corporation, with an original capitalization of 100 shares of capital stock with no par value, are hereby ratified and approved and the appropriate officers are authorized to give this Corporation's approval as sole stockholder of The Canzeri Company, Inc. of the Agreement of Merger and Plan of Merger and Reorganization; and

FURTHER RESOLVED, That the Agreement of Merger and Plan of Merger and Reorganization be submitted to the stockholders of this Corporation at a special meeting of the stockholders for the purpose of acting on the Agreement of Merger and Plan of Merger and Reorganization and such other matters as may properly come before such meeting; and that the proper officers of the Corporation be, and they hereby are, authorized and directed to take such action as may be necessary or desirable to convene such meeting at the earliest practicable date; and



MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CANZERI COMPANY, CONTINUED

FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation and The Canzeri Company, Inc., that the proper officers of this Corporation be and hereby are authorized and directed to file all of the necessary documents to effectuate the merger; and

FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.

X _____
Joseph Canzeri, Secretary

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UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS AND OF THE SOLE SHAREHOLDER OF THE CANZERI COMPANY, INC.

Unanimous Consent of Board of Directors

The undersigned being all of the Directors of The Canzeri Company, Inc. (the "Corporation") hereby consent to the adoption of the following resolutions as though such had been duly adopted at a meeting of the Board of Directors held on the 15th of December, 1997.

RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation with The Canzeri Company upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interests of this Corporation and is recommended acceptable to the Corporation's sole stockholder;

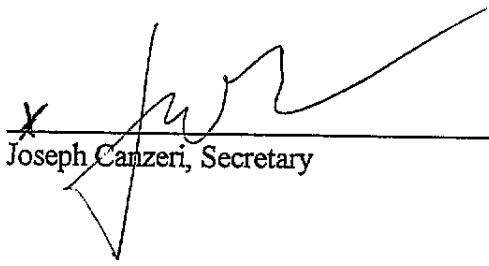
FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into between this Corporation and The Canzeri Company presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That the Chairman of the Board, the President, or the Vice President of this Corporation are authorized and directed in the name and on behalf of this Corporation and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes herein as the said officers may approve, their execution thereof to the conclusive evidence of such approval; and

FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the sole stockholder of this Corporation and by the stockholders of The Canzeri Company, that the proper officers of this Corporation be and hereby are authorized and directed to file all of the necessary documents to effectuate the merger; and

FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, That this Unanimous Consent be filed in this Corporation's minute books.


x _____
Joseph Canzeri, Secretary

**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS AND OF
THE SOLE SHAREHOLDER OF THE CANZERI COMPANY, INC.,
CONTINUED**

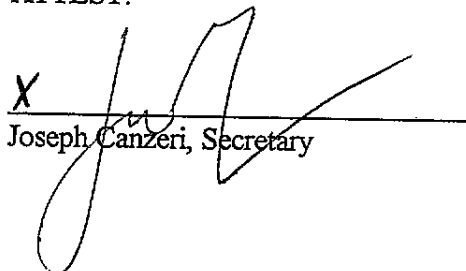
Unanimous Consent of the Sole Shareholder of The Canzeri Company, Inc.

The undersigned, being the sole shareholder of The Canzeri Company, Inc., a Florida corporation, hereby consents to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of the shareholder held on December 15, 1997.

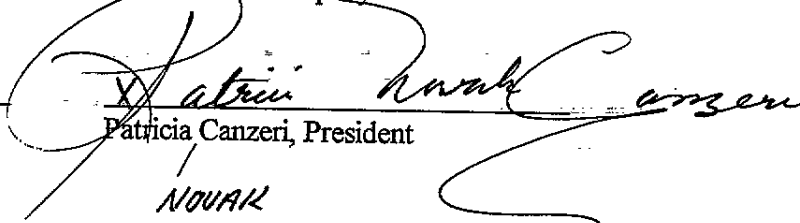
RESOLVED, That the Corporation merge with The Canzeri Company pursuant to the Agreement of merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes;

FURTHER RESOLVED, That the Agreement of merger and Plan of Merger and Reorganization is approved and adopted.

ATTEST:

X 
Joseph Canzeri, Secretary

The Canzeri Company

X 
Patricia Canzeri, President
NOUAK