

P98000005537



ACCOUNT NO. : 072100000032

REFERENCE : 764592 5015487

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : April 1, 1998

ORDER TIME : 12:20 PM

ORDER NO. : 764592-005

CUSTOMER NO: 5015487

CUSTOMER: Ms. Linda P. Greer
White & Brown, P.a.
Suite 102
9000 Southwest 152 Street
Miami, FL 33157

merger

FILED
98 APR -1 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

LESINA INVESTMENTS N.V. CORP.

Name	INTO
Availability	4/2/98
HEMATITE INVESTMENTS OF FLORIDA, INC.	
Examiner	<i>Don</i>
Updater	<i>Don</i>
Verifyer	<i>Don</i>
CERTIFIED COPY Acknowledgment	<i>Don</i>
PLAIN STAMPED COPY	<i>Don</i>
W.P. Verifyer	<i>Don</i>

700002475937--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 APR -1 PM 2:39
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LESINA INVESTMENTS N.V. CORP., a Florida corporation P98000029311

INTO

HEMATITE INVESTMENTS OF FLORIDA, INC., a Florida corporation,
P98000005537.

File date: April 1, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED
98 APR -1 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

LESINA INVESTMENTS N.V. CORP.,
a Florida corporation
(the "Disappearing Corp.")

into

HEMATITE INVESTMENTS OF FLORIDA, INC.,
a Florida corporation
(the "Surviving Corp.")

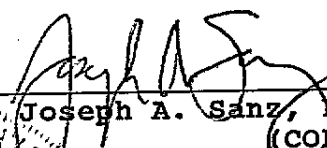
Pursuant to the provisions of Section 607.1105, Florida Statutes, the above named corporations do hereby adopt the following Articles of Merger:

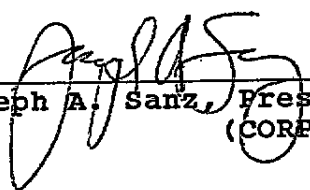
1. The Disappearing Corp. shall be merged with and into the Surviving Corp.
2. The merger shall become effective as of April 1st, 1998.
3. Pursuant to the Plan of Merger attached, the Disappearing Corp. shall be merged with and into the Surviving Corp. (the "Merger"). The Merger was unanimously adopted by all of the shareholders and directors of the Disappearing Corp. by resolution adopted on March 31st, 1998, and by all of the shareholders and directors of the Surviving Corp. by resolution adopted on March 31st, 1998.

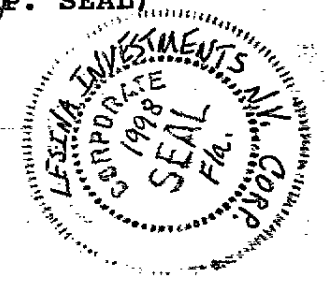
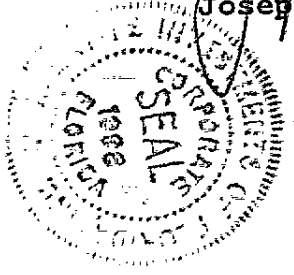
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the above corporations by their authorized officers on March 31st, 1998.

SURVIVING CORP.:
HEMATITE INVESTMENTS
OF FLORIDA, INC.,
a Florida corporation

DISAPPEARING CORP.
LESINA INVESTMENTS N.V. CORP.,
a Florida corporation

By: 
Joseph A. Sanz, President
(CORP. SEAL)


By: 
Joseph A. Sanz, President
(CORP. SEAL)



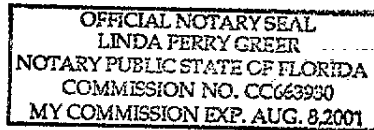
STATE OF FLORIDA :
: ss.
COUNTY OF DADE :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOSEPH A. SANZ, as the President of both HEMATITE INVESTMENTS OF FLORIDA, INC. and LESINA INVESTMENTS N.V. CORP., both Florida corporations, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged before me the execution of same and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of March, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



(NOTARY SEAL)

PLAN OF MERGER

OF

LESINA INVESTMENTS N.V. CORP.,
a Florida corporation
(the "Disappearing Corp.")

into

HEMATITE INVESTMENTS OF FLORIDA, INC.,
a Florida corporation
(the "Surviving Corp.")

THIS PLAN OF MERGER is being made by and between HEMATITE INVESTMENTS OF FLORIDA, INC., a Florida corporation (the "Surviving Corp.") and LESINA INVESTMENTS N.V. CORP., a Florida corporation (the "Disappearing Corp."). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with the Business Corporation Act, Section 607.1101 et seq. of the Florida Statutes (the "Act").

1. Effective Date. The Effective Date of this Merger shall be April 1st, 1998 (the "Effective Date").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp. in effect immediately before the Effective Date of this Merger shall, without any change, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

3. Distribution of Stock. All of the outstanding stock of the Disappearing Corp. is held by the Surviving Corp. Accordingly, in connection with this Merger, the stock of the Disappearing Corporation will be cancelled and stock of the Surviving Corporation will remain as issued. The Board of Directors and Shareholders of each corporation have decided that there is no need to issue new stock in the Surviving Corp. since the Disappearing Corp. was a wholly owned subsidiary.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested with the Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining

in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corp., or to otherwise carry out the provisions hereof.

6. Approval. This Merger has been approved by all of the shareholders and all of the directors of both corporations on March 31st, 1998.

7. Filing with the Florida Department of State. Articles of Merger shall be recorded with the Department of State of Florida, and this Plan shall be attached to the Articles of Merger.

IN WITNESS WHEREOF, the undersigned parties have executed this PLAN OF MERGER this 31st day of March, 1998.

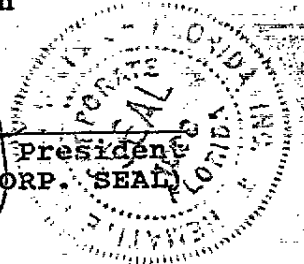
WITNESSES:

Linda Perry Greer
P. Perry

Linda Perry Greer
P. Perry

SURVIVING CORP.
HEMATITE INVESTMENTS OF
FLORIDA, INC.,
a Florida corporation

By: Joseph A. Sanz
Joseph A. Sanz, President
(CORP. SEAL)



DISAPPEARING CORP.
LESINA INVESTMENTS N.V. CORP.,
a Florida corporation

By: Joseph A. Sanz
Joseph A. Sanz, President
(CORP. SEAL)



STATE OF FLORIDA :
: ss.
COUNTY OF DADE :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOSEPH A. SANZ, as the President of both HEMATITE INVESTMENTS OF FLORIDA, INC. and LESINA INVESTMENTS N.V. CORP., both Florida corporations, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged before me the execution of same and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of March, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

(NOTARY SEAL)

