

LAW OFFICES OF
STUART R. MORRIS, P.A.

STUART R. MORRIS, ESQ.
CERTIFIED PUBLIC ACCOUNTANT
BOARD CERTIFIED WILLS, TRUSTS & ESTATES
CERTIFIED ELDER LAW ATTORNEY BY SELF

GREGORY S. BLOSHINSKY, ESQ.

**CRYSTAL CORPORATE CENTER
2500 NORTH MILITARY TRAIL**

SUITE 175

BOCA RATON, FLORIDA 33431

561-995-7650 (BOCA RATON)
954-724-1214 (BROWARD)
305-882-8330 (AVENTURA)
FAX: 561-995-8620
E-MAIL: srmorris@gate.net

PRACTICING EXCLUSIVELY IN:

WILLS & TRUST PLANNING
ESTATE TAX PLANNING
ELDER LAW
BUSINESS SUCCESSION PLANNING
PROBATE
GUARDIANSHIP
ASSET PROTECTION
MEDICAL & NURSING HOME PLANNING

July 20, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/24/98--01046--011
***122.50 ***122.50

RE: **LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation**
OUR FILE NO: 20689.001

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Merger, Certificate of Merger and Agreement and Plan of Merger for the above referenced matter. Additionally, please find our check in the amount of \$122.50 representing the filing fees and a certified copy of the Articles for the above captioned Corporation.

Kindly return the certified copy of the Articles of Merger in the enclosed, postage, prepaid envelope at your earliest convenience.

Should you have any questions or problems, please do not hesitate to contact this office.

Very truly yours,

LAW OFFICES OF STUART R. MORRIS, P.A.

Stuart R. Morris

SRM/kv
Enc.

cc: Lewis Lurie

FILED
98 JUL 24 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P98000007780
10 PS
mely
*Cert copy
7-24-98

ADDITIONAL OFFICES:

FORT LAUDERDALE: 7880 NORTH UNIVERSITY DRIVE, SUITE 201, FORT LAUDERDALE, FLORIDA 33321

AVENTURA: 20801 BISCAYNE BOULEVARD, SUITE 420, AVENTURA, FLORIDA 33180

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island Corporation not
qualified in Florida.

INTO

LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, P98000007780

File date: July 24, 1998

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER
OF
LEWIS SCOTT INTERNATIONAL, INC.
(a Rhode Island Corporation)
AND
LEWIS SCOTT INTERNATIONAL, INC.
(a Florida Corporation)**

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island Corporation, shall be merged with and into LEWIS SCOTT INTERNATIONAL, INC., a Florida Corporation, which shall be the surviving corporation.

July The merger shall become effective at 12:00 p.m. on the 1 st day of July, 1998, both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of Rhode Island (the "Effective Time").

3. The Agreement and Plan of Merger dated July 1st, 1998 pursuant to which LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island Corporation, shall be merged with and into LEWIS SCOTT INTERNATIONAL, INC., a Florida Corporation, (the "Merger"), was adopted by the sole shareholder of LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island Corporation, by written consent dated July 1st, 1998 and by the sole shareholder of LEWIS SCOTT INTERNATIONAL, INC., a Florida Corporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of July, 1998.

LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island Corporation

By: Lewis Scott Lurie
Lewis Scott Lurie, Pres/Sec/Treas

LEWIS SCOTT INTERNATIONAL, INC., a Florida Corporation

By: Lewis Scott Lurie
Lewis Scott Lurie, Pres/Sec/Treas

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of July, 1998, by Lewis Scott Lurie, as President of LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island Corporation, on behalf of the corporation. He is personally known to me or has produced FL DL as identification and did take an oath.

NOTARY PUBLIC:

sign _____



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

State of _____ at Large (Seal)

My Commission Expires:

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of July, 1998, by Lewis Scott Lurie, as President of LEWIS SCOTT INTERNATIONAL, INC., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced FL DL as identification and did take an oath.

NOTARY PUBLIC:

sign _____



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

print _____

STUART R. MORRIS

State of Florida at Large (Seal)

My Commission Expires:

AGREEMENT AND PLAN OF MERGER

OF

**LEWIS SCOTT INTERNATIONAL, INC.
(a Rhode Island Corporation)**

AND

**LEWIS SCOTT INTERNATIONAL, INC.
(a Florida Corporation)**

Agreement and Plan of Merger dated this 18 day of July, 1998 between LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, and LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Rhode Island General Laws, 1956, as amended, and the Florida Business Corporation Act, at the Effective Time, LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, shall be merged with and into LEWIS SCOTT INTERNATIONAL, INC. a Florida corporation (the "Merger"), the separate and corporate existence of LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, and LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, and LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective on the 1st day of July, 1998, at 12:00 p.m., both a Certificate of Merger has been filed by the Secretary of State of Rhode Island and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent corporations shall be vested in the Surviving Corporation without further act of deed. The title to or any interest in any real estate vested in either of the Constituent corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the constituent Corporations, shall be vested in the Surviving Corporation without

further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

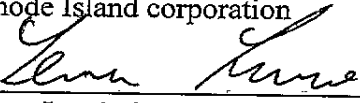
4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties of otherwise:

(a) Each issued and outstanding share of the capital stock of LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, shall be canceled without payment of any consideration and without any conversion; and,

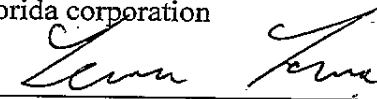
(b) Each issued and outstanding share of capital stock of LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, shall remain issued and outstanding.

5. The articles of incorporation of LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, in effect immediately prior to the Effective Time, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

LEWIS SCOTT INTERNATIONAL, INC.,
a Rhode Island corporation

By: 
Lewis Scott Lurie, Pres./Sec.

LEWIS SCOTT INTERNATIONAL, INC.,
a Florida corporation

By: 
Lewis Scott Lurie, Pres./Sec.

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 15 day of July, 1998, by Lewis Scott Lurie, as President of LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, on behalf of the corporation. He is personally known to me or has produced PC 1816 as identification and did take an oath.

NOTARY PUBLIC:

sign _____

print STUART R. MORRIS



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

State of Florida at Large (Seal)

My Commission Expires:

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 15 day of July, 1998, by Lewis Scott Lurie, as President of LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced PC 1816 as identification and did take an oath.

NOTARY PUBLIC:

sign _____

print STUART R. MORRIS



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

State of Florida at Large (Seal)

My Commission Expires:

CERTIFICATE OF MERGER

LEWIS SCOTT INTERNATIONAL, INC.
(a Rhode Island corporation)

AND

LEWIS SCOTT INTERNATIONAL, INC.
(a Florida corporation)

Pursuant to the provisions of the Rhode Island Statutes, this Certificate of Merger provides that:

1. LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, shall be merged with and into LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, which shall be the surviving corporation.

2. The merger shall become effective at 12:00 p.m. on the 1st day of July, 1998 both these Certificate of Merger has been filed by the Secretary of State of Rhode Island and the Articles of Merger have been filed with the Secretary of State of Florida.

3. The Agreement and Plan of Merger dated July 1, 1998, pursuant to which LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, shall be merged with and into LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation, (the "Merger"), was adopted by the sole shareholder of LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation, by written consent dated July 1, 1998, and by the sole shareholder of LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation.

4. From this date forward LEWIS SCOTT INTERNATIONAL, INC., a **Florida corporation**, shall be served with process in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation. The following post office address shall supersede any prior address designated as the address to which process shall be mailed: C/O LAW OFFICES OF STUART R. MORRIS, P.A., 2500 North Military Trail, Ste. 175, Boca Raton, Florida 33431.

FILED
JUL 24 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. From this date forward, the surviving corporation will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of this chapter relating to the right of shareholders to receive payment for their shares.

LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island corporation

By: Lewis Scott Lurie
Lewis Scott Lurie, Pres/Sec/Treas

LEWIS SCOTT INTERNATIONAL, INC., a Florida corporation

By: Lewis Scott Lurie
Lewis Scott Lurie, Pres/Sec/Treas

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of July, 1998, by Lewis Scott Lurie, as President of LEWIS SCOTT INTERNATIONAL, INC., a Rhode Island Corporation, on behalf of the corporation. He is personally known to me or has produced FLC DL as identification and did take an oath.

NOTARY PUBLIC:



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

print

STUART R. MORRIS

State of _____ at Large (Seal)
My Commission Expires:

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of July, 1998,
by Lewis Scott Lurie, as President of LEWIS SCOTT INTERNATIONAL, INC., a Florida
corporation, on behalf of the corporation. He is personally known to me or has produced
scd as identification and did take an oath.

NOTARY PUBLIC:

sign _____



Stuart R. Morris
MY COMMISSION # CC698664 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

print _____

STUART R. MORRIS

State of _____ at Large (Seal)

My Commission Expires: