

P980000018722

WEST & FEINBERG, P.C. 8-94

2546

COST ACCOUNT
PH. 301-951-1500

4550 MONTGOMERY AVENUE, SUITE 775N
BETHESDA, MD 20814

DATE February 27, 1998 65-296900-550

PAY
TO THE
ORDER OF

Division of Corporations Department of State

\$ 70.00

Seventy-00/100

DOLLARS



CITIZENS

BANK

LAUREL, MD

FOR

filing of articles of incorporation for Leathers & Co., Inc. #13863

Polly Brown

⑈00002546⑈ ⑆055002969⑆ ⑆121 052 9489⑈

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 25 PM 4:05

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-02/27/98--01073--004

*****70.00 *****70.00

merger

SP 2/26/98

Polly Brown
gave OK to

add plan as
follows - eff.
upon filing

corp mer

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COOMBES & ALVEREZ, INCORPORATED, a nonqualified Maryland corp.

INTO

COOMBES & ALVAREZ, INCORPORATED, a Florida corporation,
P98000018722.

File date: February 25, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

98 FEB 25 PM 4:05

COOMBES & ALVAREZ, INCORPORATED
a Maryland Corporation

INTO

COOMBES & ALVAREZ, INCORPORATED
a Florida Corporation

The undersigned corporations hereby adopt the following Articles of Merger pursuant to the Florida Business Corporation Act:

The Plan of Merger is as follows:

FIRST: That COOMBES & ALVAREZ, INCORPORATED, a Maryland corporation ("Disappearing Corporation") and COOMBES & ALVAREZ, INCORPORATED, a Florida corporation ("Surviving Corporation") have agreed that the Disappearing Corporation shall merge with and into the Surviving Corporation and the separate corporation existence of the Disappearing Corporation shall cease.

SECOND: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the shareholders of the Disappearing Corporation and Surviving Corporation on February 19th 1998, in the manner and by the vote required by their respective Charters, Bylaws and the laws of the State of Florida and the State of Maryland, respectively.

THIRD: The Articles of Incorporation of the Surviving Corporation shall not be amended by the merger.

FOURTH: The Bylaws of the Surviving Corporation shall not be amended by the merger.

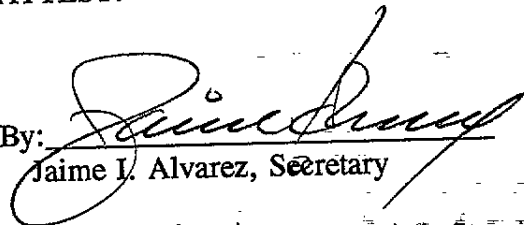
FIFTH: On the Effective Date of the merger each share of the issued and outstanding common stock of the Disappearing Corporation shall be exchanged for one (1) share of the issued and outstanding common stock of the Surviving Corporation.

SIXTH: These Articles of Merger shall be effective upon filing. ("Effective Date").

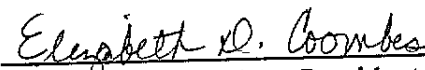
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 19th day of February, 1998.

[Signatures on Next Page]

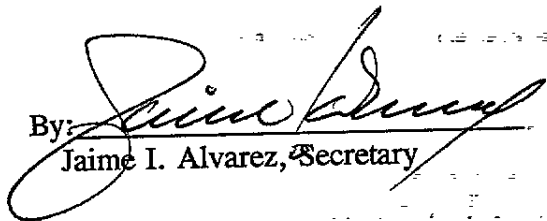
ATTEST:

By: 
Jaime I. Alvarez, Secretary

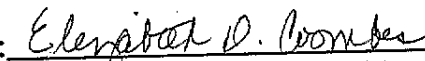
COOMBES & ALVAREZ, INCORPORATED,
a Maryland Corporation

By: 
Elizabeth D. Coombes, President

ATTEST:

By: 
Jaime I. Alvarez, Secretary

COOMBES & ALVAREZ, INCORPORATED,
a Florida Corporation

By: 
Elizabeth D. Coombes, President

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