



COMPANIES

P98000048383

Rosario Portuondo Duncan, Esq.
General Counsel

November 18, 1998

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BY FEDERAL EXPRESS

Ms. Teresa Brown
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

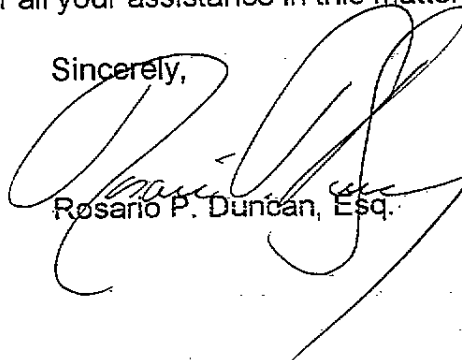
RE: BMI Financial Group, Inc.
Reference No.: M46904

Dear Ms. Brown:

In accordance with our telephone conversation, attached please find the original Order granting petition to vacate Merger and to vacate and declare null and void Articles of Merger and my trust account check in the sum of \$35.00, representing your filing fee.

I take this opportunity to thank you for all your assistance in this matter.

Sincerely,



Rosario P. Duncan, Esq.

RPD/mtc
Attachs.

cc: BMI Financial Group, Inc.
Patricia Menendez-Cambo, Esq.

Count order
reversing merger
filed 8/19/98
sf 11/24/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 11:16

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT IN AND
FOR MIAMI-DADE COUNTY, FLORIDA

CASE NO.

98-26106 CA23

IN RE PETITION BY BMI
FINANCIAL GROUP, INC. AND
BMI FINANCIAL, INC.

Agreed

ORDER GRANTING PETITION TO VACATE MERGER AND TO
VACATE AND DECLARE NULL AND VOID ARTICLES OF MERGER

THIS CAUSE came before the Court on the Joint Motion of BMI Financial Group, Inc. and BMI Financial, Inc. to enter an Order declaring null and void the merger between themselves as reflected in "Articles of Merger of BMI Financial, Inc. With and Into BMI Financial Group, Inc." filed with the Department of Corporations of the Florida Secretary of State on August 19, 1998.

After considering the Petition To Enter Order Vacating and Declaring Null and Void Articles of Merger, the Joint Motion to Enter an Order, and after considering argument from counsel, and being otherwise duly advised, it is

ORDERED AND ADJUDGED that the merger by and between BMI Financial Group, Inc. and BMI Financial, Inc. is hereby declared null and void ab initio and as a result the "Articles of Merger of BMI Financial, Inc. With and Into BMI Financial Group, Inc." filed with the Department of Corporations of the Florida Secretary of State on August 19, 1998, are declared null and void.

DONE AND ORDERED in Chambers in Miami, Florida, this 17 day of November 1998.

Amey Steele Corner
CIRCUIT COURT JUDGE

CC. Alvaro L. Mejer, Esq.

Alm\bmi\98-3251-003

STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office. NOV 17 1998

HARVEY RUVIN Clerk, of Circuit and County Courts

Deputy Clerk *Betty Bruner*

7395

