

P 98000052792

ROBINSON & COLE LLP

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Sharon Reid
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March 31, 1999

Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-04/02/99--01049--003
*****70.00 *****70.00

Re: **Certificate of Merger**
Zona Financiera Inc.


Dear Sir/Madam:

Enclosed please find a Certificate of Merger of Zona Financiera Inc. (a Florida corporation) with and into Zona Financiera Inc. (a Delaware corporation). Also enclosed is our check in the amount of \$70 reflecting the filing fees.

Please file the Certificate of Merger, forwarding evidence of filing by Federal Express in the envelope provided.

If you have any questions, please call me at (203) 462-7562.

Very truly yours,


Sharon Reid
Legal Assistant

Enclosures

cc: Mr. Gregory Keough
Gregory E. Harmer, Esq.

Merger
4-9-99
BHS

FILED
99 APR -2 PM 2:13
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ZONA FINANCIERA INC., a Florida corporation, #P98000052792

INTO

ZONA FINANCIERA INC., a Delaware corporation not qualified in Florida.

File date: April 2, 1999

Corporate Specialist: Doug Spitler

FLORIDA
ARTICLES OF MERGER

of
ZONA FINANCIERA INC.
(a Florida corporation)

with and into

ZONA FINANCIERA INC.
(a Delaware corporation)

FILED
99 APR -2 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly authorized officers of Zona Financiera Inc., a Florida corporation and Zona Financiera Inc., a Delaware corporation, do hereby certify to the following:

1. Zona Financiera Inc., a Florida corporation ("Florida"), shall merge with and into Zona Financiera Inc., a Delaware corporation ("Delaware"), in accordance with the terms of the Plan of Merger dated March 17, 1999 (the "Plan") a copy of which is attached hereto as Exhibit A.
2. The shareholders of Florida unanimously adopted the Plan by written consent on March 17, 1999 and the Board of Directors of Delaware approved the Plan by written consent on March 17, 1999.

The undersigned corporations have caused this Certificate of Merger to be executed by duly authorized officers this 17 day of March, 1999.

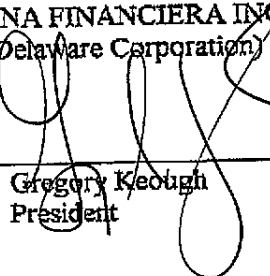
ZONA FINANCIERA INC.
(a Florida Corporation)

By


Gregory Keough
President

ZONA FINANCIERA INC.
(a Delaware Corporation)

By


Gregory Keough
President

1STAM1-642621-1
03/17/99 11:33 AM

Exhibit A
(Plan of Merger)

MAR-17-99 12:50 From: ROBINSON & COLE

2034627699

T-134 P.08/12 Job-659

PLAN OF MERGER
of
ZONA FINANCIERA INC.
(a Florida Corporation)
into
ZONA FINANCIERA INC.
(a Delaware Corporation)

March 17, 1999

The undersigned corporations hereby merge pursuant to the following plan pursuant to Section 607.1107 of the Florida General Corporation Act and Section 252 of the Delaware General Corporation Law (the "DGCL"):

1. (a) The names of the merging companies are:
 - (i) Zona Financiera Inc., a Florida corporation ("Florida"); and
 - (ii) Zona Financiera Inc., a Delaware corporation ("Delaware");
- (b) The name of the surviving company is Zona Financiera Inc., a Delaware corporation.
2. The terms and conditions of the proposed merger are as follows:
 - (a) Florida will merge with and into Delaware;
 - (b) All of the issued and outstanding shares of capital stock of Florida, and shares of capital stock of Florida to which certain investors are entitled, shall become the issued and outstanding shares of Delaware as the surviving company;
 - (c) No shares of Delaware were issued and outstanding as of the date hereof; and
 - (d) The officers and directors of Delaware on the date of the merger shall become the officers and directors of the surviving company.

The undersigned corporations have caused this Plan of Merger to be executed by duly authorized officers on March 17, 1999.

ZONA FINANCIERA INC.
(a Florida Corporation)

By

Name: Gregory Keough
Title: President

ZONA FINANCIERA INC.
(a Delaware Corporation)

By

Name: Gregory Keough
Title: President

I, Jonathan B. Keough, the Secretary of Zona Financiera Inc., a Delaware corporation, hereby certify that (i) this Plan of Merger has been adopted by such corporation by action of its Board of Directors (the "Board") pursuant to Section 251(f) of the DGCL and (ii) no shares of stock of such corporation were issued prior to the adoption by the Board of the resolution approving this Plan of Merger.

J.B.K.
Secretary