

P98000056983

LAW OFFICES
SERBER & ASSOCIATES, P.A.

2031 N.E. 21st STREET
NORTH MIAMI BEACH, FLORIDA 33179
TELEPHONE (305) 932-6262
TELECOPY (305) 933-9393

March 15, 2000

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****256.75 ****256.75

Secretary of State
Department of Corporations
Tallahassee, Florida 32314

**Re: Beverly Towers, Inc., Viajes Europa, Inc., AltoTour, Inc., High Collins Corp.,
Harta Corp., Anfitrios Corp., Las Dunas Beach, Inc.
(Beverly Towers, Inc. the Surviving Corporation)
Our File #110-1**

Dear Gentlemen:

Please find enclosed the Articles of Merger, Plan of Merger, Joint Written Consent of the Directors and Shareholders of Viajes Europa, Inc., AltoTour, Inc., High Collins, Inc., Harta Corp., Anfitrios Corp., Las Dunas Beach, Inc., and Joint Written Consent of the Directors and Shareholders of Beverly Towers, Inc. as well as a check for the filing fee in the amount of \$256.75 (\$35.00 for each of the seven corporations plus an additional \$11.75 for a certified copy). Kindly remit a letter of confirmation as well as the certified copy of the filing to the address above. If you have any questions, please feel free to contact me.

Very truly yours,


Matthew B. Wealcatch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.
tck: 12/27/99
DJS/tf/k/72

merger
T. LEWIS MAY 19 2000

LAW OFFICES
SERBER & ASSOCIATES, P.A.

2031 N.E. 21st STREET
NORTH MIAMI BEACH, FLORIDA 33179
TELEPHONE (305) 932-6262
TELECOPY (305) 932-9093

May 18, 2000

Federal Express

Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 33299

***Re: Beverly Towers, Inc. – Articles of Merger and Plan of Merger
Our File #110-1***

Dear Ms. Lewis:

Pursuant to your letter of May 15, 2000 in which you stated that you received our Merger Documents for Beverly Towers, Inc., and checks totaling \$256.75, we are now returning properly prepared Articles of Merger, Plan of Merger, and Joint Written Consent of The Directors and Shareholders of Beverly Towers, Inc., and the six (6) Merging Corporations. A copy of your letter is attached for your convenience. Pursuant to our telephone conversation, please have these documents filed at the original filing date, the date on which the Articles of Merger were to be originally filed. If you have any questions or comments, please do not hesitate to contact me.

Thank you for your cooperation.

Very truly yours,



Matthew B. Wealcatch

Encl.

tck: 5/19/00
DJS/tfk 521

LAW OFFICES
SERBER & ASSOCIATES, P.A.

2031 N.E. 21ST STREET
NORTH MIAMI BEACH, FLORIDA 33179
TELEPHONE (305) 933-6262
TELECOPY (305) 933-9393

May 11, 2000

Federal Express

Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 33299

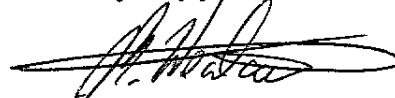
***Re: Beverly Towers, Inc. – Articles of Merger and Plan of Merger
Our File #110-1***

Dear Ms. Lewis:

Pursuant to your letter of March 24, 2000 in which you stated that you received our Merger Documents for Beverly Towers, Inc., and checks totaling \$256.75, we are now returning properly prepared Articles of Merger, Plan of Merger, and Joint Written Consent of The Directors and Shareholders of Beverly Towers, Inc., and the six (6) Merging Corporations. A copy of your letter is attached for your convenience. Pursuant to our telephone conversation, please have these documents filed at the original filing date, the date on which the Articles of Merger were to be originally filed. If you have any questions or comments, please do not hesitate to contact me.

Thank you for your cooperation.

Very truly yours,



Matthew B. Wealcatch

Encl.

tck: 5/19/00

DJS tfl 521



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 24, 2000

MATTHEW B. WEALCATCH, ESQ.
LAW OFFICES SERBER & ASSOCIATES, P.A.
2031 N.E. 214 STREET
NORTH MIAMI BEACH, FL 33179

SUBJECT: BEVERLY TOWERS, INC.
Ref. Number: P98000056983

We have received your document for BEVERLY TOWERS, INC. and check(s) totaling \$256.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 900A00016550



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 15, 2000

MATTHEW B. WEALCATCH, ESQ.
LAW OFFICES SERBER & ASSOCIATES, P.A.
2031 N.E. 214 STREET
NORTH MIAMI BEACH, FL 33179

SUBJECT: BEVERLY TOWERS, INC.
Ref. Number: P98000056983

We have received your document for BEVERLY TOWERS, INC. and check(s) totaling \$256.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 300A00027046

ARTICLES OF MERGER
Merger Sheet

MERGING:

VIAJES EUROPA, INC., a Florida corporation, P99000036840.

ALTOTOUR, INC., a Florida corporation, P99000036068.

HIGH COLLINS, CORP., a Florida corporation, P99000104493.

HARTA CORP., a Florida corporation, P99000099710.

ANFITRIOS CORP., a Florida corporation, P99000090866.

LAS DUNAS BEACH, INC., a Florida corporation, P99000099647.

INTO

BEVERLY TOWERS, INC., a Florida entity, P98000056983

File date: March 16, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Viajes Europa, Inc. 3665 S.W. 30 th Avenue Fort Lauderdale, Florida 33312 Florida Documentation/Registration Number: P99000036840	Florida	Corporation FEI Number: 65-0924572
2.	AltoTour, Inc. 20649 N.E. 7 th Court North Miami Beach, Florida 33169 Florida Documentation/Registration Number: P99000036068	Florida	Corporation FEI Number: 65-0956863
3.	High Collins Corp. 17001 Collins Avenue, Unit 143 Sunny Isles, Florida 33160 Florida Documentation/Registration Number: P99000104493	Florida	Corporation FEI Number: Pending
4.	Harta Corp. 21109 N.E. 3 rd Court North Miami Beach, Florida 33179 Florida Documentation/Registration Number: P99000099710	Florida	Corporation FEI Number: Pending
5.	Anfitrios Corp. 20649 N.E. 7 th Court North Miami Beach, Florida 33160 Florida Documentation/Registration Number: P99000090866	Florida	Corporation FEI Number: Pending
6.	Las Dunas Beach, Inc. 21251 N.E. 3 rd Court North Miami Beach, Florida 33179 Florida Documentation/Registration Number: P99000099647	Florida	Corporation FEI Number: Pending

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity type</u>
Beverly Towers, Inc. 3665 S.W. 30 th Avenue Fort Lauderdale, Florida 33312 Florida Documentation/Registration Number: P98000056983	Florida	Corporation
		FEI Number: 65-0858761

THIRD: The attached Plan of Merger is attached.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: Adoption of Merger by **surviving** corporation – The Plan of Merger was adopted by the Directors and Shareholders on February 28, 2000.

SIXTH: Adoption of Merger by **merging** corporations – The Plan of Merger was adopted by the Directors and Shareholders on February 28, 2000.

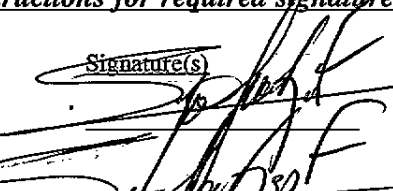
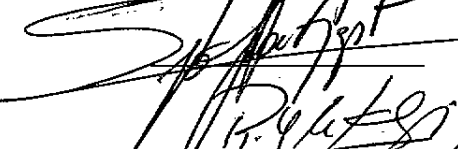
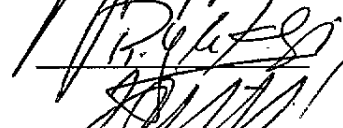

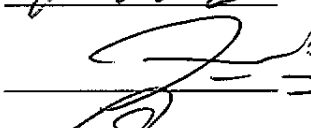
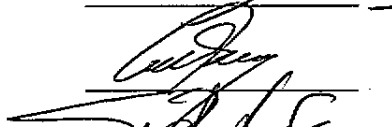

SEVENTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Viajes Europa, Inc.		Sergio Mario Grosskopf, President and Director
AltoTour, Inc.		Sergio Mario Grosskopf, President and Director
High Collins, Corp.		Rifka Klinger a/k/a Rebecca Klinger, President and Director
Harta Corp.		Juan Carlos Murillo, President and Director
Anfitrios Corp.		Mario Klinger, President and Director
Las Dunas Beach, Inc.		Alicia Ruth Saal, President and Director
Beverly Towers, Inc.		Sergio Mario Grosskopf, President and Director

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1101 F.S. and in accordance with the laws of any applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Viajes Europa, Inc.	Florida
AltoTour, Inc.	Florida
High Collins Corp.	Florida
Harta Corp.	Florida
Anfitrios Corp.	Florida
Las Dunas Beach, Inc.	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity type</u>
Beverly Towers, Inc.	Florida	

THIRD: The terms and conditions of the merger are as follows:

This plan of merger involves a merger of VIAJES EUROPA, INC., ALTOTOUR, INC., HIGH COLLINS CORP., HARTA CORP., ANFITRIOS CORP., LAS DUNAS BEACH, INC., all Florida Corporations (hereafter "the 6 Corporations"), and BEVERLY TOWERS, INC., a Florida Corporation. The 6 Corporations will merge into Beverly Towers, Inc. and Beverly Towers, Inc. is hereinafter designated as the "Surviving Corporation".

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merger party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The Surviving Corporation shall acquire all assets and acquire all liabilities of The 6 Corporations. All shares, obligations or other securities of The 6 Corporations, shall become shares, obligations and securities of the Surviving Corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Rights to acquire shares in The 6 Corporations shall become equivalent rights to shares in the Surviving Corporation.

FIFTH: If a partnership or limited partnership is the surviving entity, the names(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

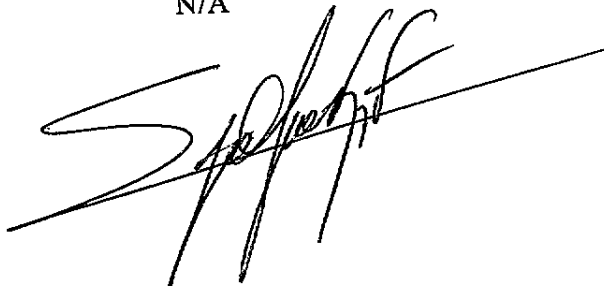
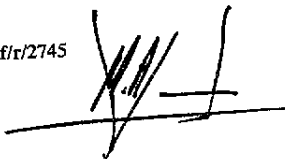
SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

DIS/tf/r/2745



**JOINT WRITTEN CONSENT OF
THE DIRECTORS AND SHAREHOLDERS OF
BEVERLY TOWERS, INC.**

WHEREAS, VIAJES EUROPA, INC., ALTOTOUR, INC., HIGH COLLINS CORP., HARTA CORP., ANFITRIOS CORP., and LAS DUNAS BEACH, INC. (hereafter "The 6 Merged Corporations") own Leasehold Interest in a property formerly known as the Dunes Beach Club, located at 17001 Collins Avenue, Sunny Isles Beach, Florida 33160; and

WHEREAS, it will be in the best interest of BEVERLY TOWERS, INC. to acquire from The 6 Merged Corporations such rights through merger of The 6 Merged Corporation into The Surviving Corporation, in order to facilitate The Surviving Corporations long term goal of total unification of title of all Leasehold Interest at the Dunes Beach Club, and the unification of title of the land where the Dunes Beach Club is located and the two adjacent parcels which are currently owned by Beverly Towers, Inc., to reduce administrative expenses, and to increase the potential of obtaining financing in order to explore the alternatives of investment with these properties; and

WHEREAS, the undersigned, being the Directors and Shareholders of The Surviving Corporation, and by their signatures hereto, pursuant to section 607.0821 and 607.0704 of the Florida General Corporation Act, hereby waive all notice of the time, place and objects of a meeting of directors and shareholders, and consent to, approve, and adopt the following corporate acts to wit:

BE IT RESOLVED, that the Articles of Merger of the Surviving Corporation and of the 6 Merged Corporations, copies of which are attached hereto and made a part hereof for all purposes, be and are hereby ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that the Directors of the Surviving Corporation shall be Sergio Mario Grosskopf and Moises Aaron Smolarz, who shall continue to serve as such until their successors are duly elected and qualified; and be it

FURTHER RESOLVED, that Sergio Mario Grosskopf shall serve as President, and Moises Aaron Smolarz shall serve as Vice-President of the Surviving Corporation and shall continue to serve as such until their successor(s) is/are duly elected and qualified; and be it

FURTHER RESOLVED, that the Treasurer of the Surviving Corporation be and is hereby authorized, empowered and directed to open appropriate corporate bank accounts and deposit therein all funds of the Surviving Corporation, all drafts, checks and notes of the Surviving Corporation payable on said account or accounts to be made in the corporate name, and a copy of the printed form of each pertinent banking

Resolution shall be appended hereto and made a part hereof; and be it

FURTHER RESOLVED, that the Officers of the Surviving Corporation are hereby authorized and directed to take such actions and execute such documents as may be necessary or appropriate to implement the foregoing resolutions.

EXECUTED this 23rd day of February, 2000.

By: _____

SERGIO MARIO GROSSKOPF, Director of
Beverly Towers, Inc., and authorized
Representative of Tahiti Investments
Corp., the Sole Shareholder of Beverly
Towers, Inc.

By: _____

MOISES AARON SMOLARZ, Director
of Beverly Towers, Inc.

DJS/tf/r/2744

**JOINT WRITTEN CONSENT OF
THE DIRECTORS AND SHAREHOLDERS OF**

**VIAJES EUROPA, INC.
ALTOTOUR, INC.
HIGH COLLINS CORP.
HARTA CORP.
ANFITRIOS CORP.
LAS DUNAS BEACH, INC.**

WHEREAS, VIAJES EUROPA, INC., ALTOTOUR, INC., HIGH COLLINS CORP., HARTA CORP., ANFITRIOS CORP., and LAS DUNAS BEACH, INC. (hereafter "The 6 Merged Corporations") own Leasehold Interest in a property formerly known as the Dunes Beach Club, located at 17001 Collins Avenue, Sunny Isles Beach, Florida 33160; and

WHEREAS, it will be in the best interest of BEVERLY TOWERS, INC. to acquire from The 6 Merged Corporations such rights through merger of The 6 Merged Corporation into The Surviving Corporation, in order to facilitate The Surviving Corporations long term goal of total unification of title of all Leasehold Interest at the Dunes Beach Club, and the unification of title of the land where the Dunes Beach Club is located and the two adjacent parcels which are currently owned by Beverly Towers, Inc., to reduce administrative expenses, and to increase the potential of obtaining financing in order to explore the alternatives of investment with these properties; and

WHEREAS, the undersigned, being the Directors and the Shareholders of The 6 Merged Corporations, and by their signatures hereto, pursuant to section 607.0821 and 607.0704 of the Florida General Corporation Act, hereby waive all notice of the time, place and objects of a meeting of directors and shareholders, and consent to, approve, and adopt the following corporate acts to wit:

BE IT RESOLVED, that the Articles of Merger of the Surviving Corporation and of the 6 Merged Corporations, copies of which are attached hereto and made a part hereof for all purposes, be and are hereby ratified, confirmed, approved and adopted; and be it

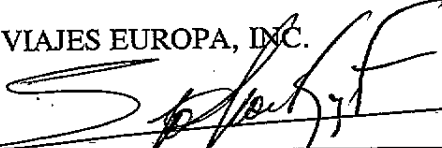
FURTHER RESOLVED, that the Directors of the Surviving Corporation shall be Sergio Mario Grosskopf and Moises Aaron Smolarz, who shall continue to serve as such until their successors are duly elected and qualified; and be it

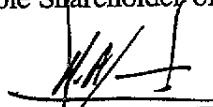
FURTHER RESOLVED, that Sergio Mario Grosskopf shall serve as President, and Moises Aaron Smolarz shall serve as Vice-President of the Surviving Corporation and shall continue to serve as such until their successor(s) is/are duly elected and qualified; and be it

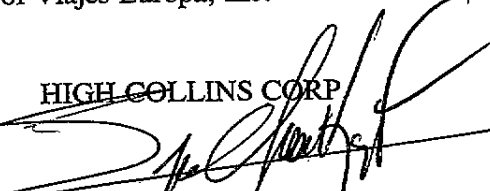
FURTHER RESOLVED, that the Treasurer of the Surviving Corporation be and is hereby authorized, empowered and directed to open appropriate corporate bank accounts and deposit therein all funds of the Surviving Corporation, all drafts, checks and notes of the Surviving Corporation payable on said account or accounts to be made in the corporate name, and a copy of the printed form of each pertinent banking Resolution shall be appended hereto and made a part hereof; and be it


FURTHER RESOLVED, that the Officers of the Surviving Corporation are hereby authorized and directed to take such actions and execute such documents as may be necessary or appropriate to implement the foregoing resolutions.

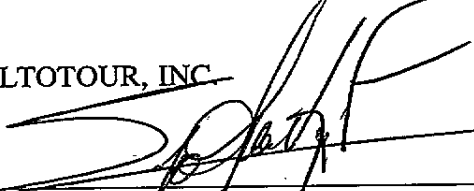
EXECUTED this 28th day of February, 2000.


VIAJES EUROPA, INC.
By: 
SERGIO MARIO GROSSKOPF, Director of Viajes Europa, Inc., and authorized representative of Tahiti Investments Corp., sole Shareholder of Viajes Europa, Inc.


By: 
MOISES AARON SMOLARZ, Director of Viajes Europa, Inc.

HIGH COLLINS CORP.
By: 
SERGIO MARIO GROSSKOPF, authorized Representative of Tahiti Investments Corp., Sole Shareholder of High Collins Corp.

By: 
RIFKA KLINGER a/k/a REBECCA KLINGER, Director of High Collins Corp.

ALTOTOUR, INC.
By: 
SERGIO MARIO GROSSKOPF, Director of Altotour, Inc. and authorized representative of Tahiti Investments Corp., sole Shareholder of Altotour, Inc.

HARTA CORP.
By: 
SERGIO MARIO GROSSKOPF, authorized representative of Tahiti Investments, Corp., Sole Shareholder of Harta Corp.

By: 
JUAN CARLOS MURILLO, Director of Harta Corp.

ANFITRIOS CORP.

By: 

SERGIO MARIO GROSSKOPF, authorized
authorized

Representative of Tahiti Investments Corp.,
Sole Shareholder of Anfitrios Corp.,

By: 

MARIO KLINGER, Director of
Director
Anfitrios Corp.

LAS DUNAS BEACH, INC.

By: 

SERGIO MARIO GROSSKOPF,

representative of Tahiti Investments
Corp., Sole Shareholder of Las Dunas
Beach, Inc.

By: 

ALICIA RUTH SAAL,
of Las Dunas Beach, Inc.

DIS/tt/t/2743