

P980000066223



THE UNITED STATES
CORPORATION
COMPANY

FILED
JUL 27 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 319000-4331500
AUTHORIZATION : Patricia Papp
COST LIMIT : \$ 70.00

ORDER DATE : July 26, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 319000-015

Merger
200002942892--3

CUSTOMER NO: 4331500

CUSTOMER: Lee W. Cassidy, Esq
Cassidy & Associates P.c.
1504 'r' Street, N.w.

Washington, DC 20009

ARTICLES OF MERGER

WESTFORD ACQUISITION
CORPORATION

INTO

SOUTH BEACH CONCEPTS, INC.

RECEIVED
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TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DDR
7/28/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WESTFORD ACQUISITION CORPORATION, a Delaware corporation not
authorized to transact business in Florida

INTO

SOUTH BEACH CONCEPTS, INC., a Florida corporation, P98000066223.

File date: July 27, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**Articles of Merger
of
South Beach Concepts, Inc.
(A Florida corporation)**

FILED
99 JUL 27 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Sections 607.1101-1107 of the Florida Business Corporation Act, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

NAME OF CORPORATION	STATE OF INCORPORATION
South Beach Concepts, Inc.	Florida
Westford Acquisition Corporation	Delaware

ARTICLE TWO

The laws of the states under which such corporations are organized permit such merger.

ARTICLE THREE

The surviving corporation shall be South Beach Concepts, Inc. and it shall be governed by the laws of the State of Florida.

ARTICLE FOUR

The plan of merger, dated April 15, 1999, is as follows:

1. Westford Acquisition Corporation, a Delaware corporation ("Westford"), shall be merged into South Beach Concepts, Inc., a Florida corporation ("South Beach"). South Beach is hereby designated as the surviving corporation.
2. The terms and conditions of the merger are:
 - (a) The bylaws of South Beach as they shall exist on the effective date of the agreement of merger shall be the bylaws of the surviving corporation until they shall be altered, amended or repealed.
 - (b) The officers and directors of South Beach shall be the officers and directors of the surviving corporation to hold office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Florida Department of State provided that, for all accounting purposes the effective date of the merger shall be as of 12:00 Midnight Delaware time on July 31, 1999.

(d) Upon the merger becoming effective, all property, rights, privileges, licenses and assets of every kind of Westford shall be transferred to and vested in South Beach.

3. The shares of common stock of South Beach shall be exchanged for shares of common stock of Westford on a one-for-one basis and there shall be 4,650,000 shares of South Beach common stock issued to the shareholders of Westford common stock, subject to adjustment for fractional and dissenting shares.

ARTICLE FIVE

As to each corporation, the shareholders of which were required to vote for approval, the number of shares outstanding, the number of shares entitled to vote and the number and designation of shares of any class entitled to vote as a class are:

Name of Corporation:	South Beach Concepts, Inc.	Westford Acquisition Corporation
Number of Shares of common stock outstanding:	10,617,650	4,650,000
Total Number of Shares of common stock entitled to vote:	10,617,650	4,650,000
Designation of class entitled to vote as a class (if any)	None	None
Number of shares of such class (if any):	None	None
Total shares of common stock voted for:	10,000,000	4,650,000
Total shares of common stock voted against:	None	None
Class:	None	None

ARTICLE SIX

The plan of merger was authorized, adopted and approved by unanimous written consent of the Board of Directors and by written consent of a majority of the shareholders entitled to vote

thereon of Westford Acquisition Corporation on April 15, 1999, as required by the General Corporation Law of Delaware.

The plan of merger was authorized, adopted and approved by the unanimous written consent of the Board of Directors and by written consent of a majority of the shareholders entitled to vote thereon of South Beach Concepts, Inc. on April 15, 1999, as required by the Florida General Corporation Act.

All provisions of the laws of the State of Delaware and the State of Florida applicable to the proposed merger have been complied with.

ARTICLE SEVEN

The principal office in Delaware of Westford Acquisition Corporation is

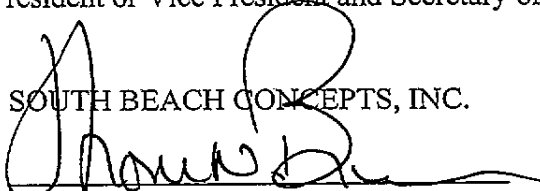
1013 Centre Road
Wilmington, Delaware 19805 (County of New Castle)

The registered office in Florida of South Beach Concepts, Inc. is

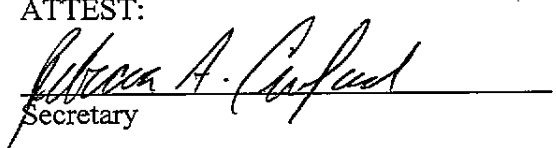
5969 Cattleridge Boulevard, Suite 201
Sarasota, Florida 34232

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 13th day of July, 1999.

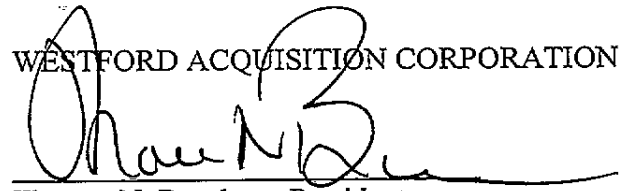
SOUTH BEACH CONCEPTS, INC.


Thomas N. Burnham, President

ATTEST:


Secretary

WESTFORD ACQUISITION CORPORATION


Thomas N. Burnham, President

ATTEST:

