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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Goss + Sciabica Inc.

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<input checked="" type="checkbox"/>	Merger

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99 MAR 23 PM 12:29
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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 1999

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: GOSS & SCIABICA, INC.
Ref. Number: J62274

We have received your document for GOSS & SCIABICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 099A00014055

ATTN:

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GOSS & SCIABICA, a Florida corporation, J62274

INTO

COAST ACQUISITION CORP., a Florida corporation, P98000084651.

File date: March 23, 1999

Corporate Specialist: Teresa Brown

STATE OF FLORIDA
ARTICLES OF MERGER
OF

GOSS & SCIABICA, INC.,
a Florida corporation

INTO

COAST ACQUISITION CORP.,
a Florida corporation

FILED
99 MAR 23 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101 entitled "Merger", the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and the shareholders of Goss & Sciabica, Inc., a Florida corporation (the "Merged Corporation") as of March 22, 1999. The Plan of Merger was adopted by the Board of Directors of Coast Acquisition Corp., a Florida corporation (the "Surviving Corporation"), as of March 22, 1999. The shareholder of the Surviving Corporation was not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607 (the "Effective Date").

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation.
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholder immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.

- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 22nd day of March, 1999.

MERGED CORPORATION:

GOSS & SCIABICA, INC.

By: 
Adam Diasti, President

SURVIVING CORPORATION:

COAST ACQUISITION CORP.

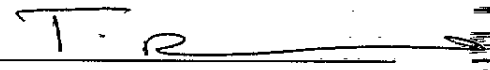
By: 
Terek Diasti, President

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 22nd day of March, 1999, by and between Goss & Sciabica, Inc., a Florida corporation (the "Merged Corporation") and Coast Acquisition Corp., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation was organized in the State of Florida on March 17, 1987, and has an authorized capital stock of 500 shares, \$1.00 par value per share, of which 100 are currently issued and outstanding;

WHEREAS, the Surviving Corporation was organized in the State of Florida on October 1, 1998, and has an authorized capital stock of 10,000 shares, \$.001 par value per share, of which 100 are currently issued and outstanding. The Surviving Corporation is the sole shareholder of the Merged Corporation;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101, entitled "Merger", and Section 368 (a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and shareholder of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.1103. The shareholder of the Surviving Corporation was not required to approve the Plan of Merger.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or

not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDERS OF SURVIVING CORPORATION

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfer their ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. Each share of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and shareholder of the Merged Corporation, as provided by Florida Statutes Section 607.1103 (1995), as of March 22, 1999, and approved by the Board of Directors of the Surviving Corporation as of March 22, 1999.

ARTICLE VII
EFFECTIVE DATE OF MERGER


This Merger shall become effective on the date the Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

GOSS & SCLABICA, INC.

By: 
Adam Diasti, President

COAST ACQUISITION CORP.

By: 
Terek Diasti, President