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November 4, 1998

VIA CERTIFIED MAIL #Z011295201
RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Articles and Plan of Merger of The Career Group, Inc. and
Landcaster Management, Inc.

Dear Secretary:

Enclosed is an original and one copy of the Articles and Plan of Merger of The Career Group, Inc., a Florida Corporation and Landcaster Management, Inc., a Nevada Corporation. Also enclosed is a check in the amount of \$78.75 to cover the cost of this filing and the certified copy. Once the document has been filed, please return the certified copy to our offices in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

Carmen D. Zollman

Carmen D. Zollman
Legal Assistant

Enclosure(s)

VS NOV 12 1998

Merger

FILED
NOV -6 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LANDCASTER MANAGEMENT, INC., a Nevada corporation not qualified in
Florida

INTO

THE CAREER GROUP, INC., a Florida corporation, P98000084677

File date: November 6, 1998

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER

OF

THE CAREER GROUP, INC., A FLORIDA CORPORATION

AND

LANDCASTER MANAGEMENT, INC., A NEVADA CORPORATION

The undersigned corporations, pursuant to the authority of the Florida Business Corporation Act and the laws of the State of Nevada, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1

The parties to these Articles and Plan of Merger are Landcaster Management, Inc., a Nevada corporation, whose address is c/o Acorn Corporate Services, Inc., 3885 S. Decatur, Suite 2010, Las Vegas, Nevada, 89103, a Nevada corporation, (hereinafter referred to as the "absorbed corporation"), and The Career Group, Inc., a Florida corporation whose address is 10830 Pond Ridge Drive, Fort Myers, Florida 33913 (hereinafter referred to as the "surviving corporation").

ARTICLE 2

The absorbed corporation shall merge with and into the surviving corporation, and the surviving corporation shall retain its current name.

ARTICLE 3

These Articles and Plan of Merger were duly adopted and approved by the board of directors and shareholders of the absorbed corporation and surviving corporation, respectively, in each case by a special meeting of all directors and all shareholders of each respective corporation, on October 30, 1998, by a vote of the shareholders and directors of the absorbed corporation and surviving corporation as required by the laws of the state of incorporation of the absorbed corporation and the surviving corporation, respectively.

ARTICLE 4

The Plan of Merger is as follows:

4.1 On the effective date of the Merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the absorbed corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the Merger.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4.2 The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation are as follows:

4.2.1 Each share of the common stock of the absorbed corporation issued and outstanding on the effective date of the Merger shall be converted into one (1) share of common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

4.2.2 The conversion shall be effected as follows: After the effective date of the Merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

4.2.3 Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the Merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

4.3 The Articles of Incorporation of the surviving corporation, as in effect on the effective date of the Merger, shall continue in full force and effect and shall not be changed or amended by the Merger.

4.4 The surviving corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereinafter prescribed by statute, and rights conferred on officers, directors, or stock holders herein are subject to this reservation.

4.5 The bylaws of the surviving corporation, as such bylaws exist on the effective date of the Merger, shall remain and be the bylaws of the surviving corporation, until altered, amended, or repealed, or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

4.6 The officers and directors of the surviving corporation immediately prior to the effective date of the Merger shall continue to serve as officers and directors of the surviving corporation after the effective date of the Merger and until their successors have been elected or appointed and qualified.

4.7 Neither of the constituent corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the law of the State of Florida and the State of Nevada to consummate this Merger.

4.8 The surviving corporation and the absorbed corporation adopt these Articles and Plan of Merger as a Plan of Reorganization and agree to effect this Merger in accordance with the applicable laws of the State of Florida and the State of Nevada and the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

4.9 The effective date of the Merger shall be November 1, 1998.

IN WITNESS WHEREOF, the undersigned have caused their respective corporate names to be signed hereby by their respective presidents and secretaries, thereunto duly authorized by the respective boards of directors and shareholders of each corporation, on this 30th day of October, 1998.

The Career Group, Inc., a Florida Corporation

By: William S. Hood, President
William S. Hood, President

Attest: Jacquelyn A. Hood, Secretary
Jacquelyn A. Hood, Secretary

Landcaster Management, Inc., a Nevada Corporation

By: William S. Hood, President
William S. Hood, President

Attest: Jacquelyn A. Hood, Secretary
Jacquelyn A. Hood, Secretary