

P98000085383
DAVID M. BOVI, P.A.

David M. Bovi
Counselor At Law
L.L.M. Securities Regulation

The Commerce Building
324 Datura Street • Suite 200
West Palm Beach, FL 33401

Phone (561) 655-0665
Fax (561) 655-0693

October 9, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

Re: Wheeler Group II, Inc./
Chameleon Holdings, Inc. Merger

FILED
98 OCT 12 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please find enclosed on behalf of the abovenamed Florida corporations:

1. An original and one (1) copy of Wheeler Group II, Inc./Chameleon Holdings, Inc. Articles of Merger for filing with the Florida Secretary of State; and
2. A check in the amount of \$70.00, representing the filing fees for this transaction.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
324 Datura Street, Suite 200
West Palm Beach, FL 33401

enc.

200002661642-3
-10/12/98--01090--002
*****70.00 *****70.00

Merged
10-14

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

WHEELER GROUP II, INC., a Florida corporation, document number
P97000090034

INTO

CHAMELEON HOLDINGS, INC., a Florida corporation, P98000085383.

File date: October 12, 1998

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
WHEELER GROUP II, INC., A FLORIDA CORPORATION,
INTO
CHAMELEON HOLDINGS, INC., A FLORIDA CORPORATION,

FILED
98 OCT 12 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER Wheeler Group II, Inc., a Florida corporation ("WHEELER") and Chameleon Holdings, Inc., a Florida corporation ("CHI").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") WHEELER and CHI adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated October 8th, 1998 ("Plan of Merger"), between WHEELER and CHI was approved and adopted by the shareholders of WHEELER on October 8, 1998 and was adopted by the shareholders of CHI on October 8, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of WHEELER's stock will be acquired by means of a merger of WHEELER into CHI with CHI the surviving corporation ("Merger"). WHEELER will cease to exist subsequent to the Merger.

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.


4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 8th day of October, 1998.

Witness:

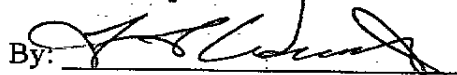


(Corporate Seal)



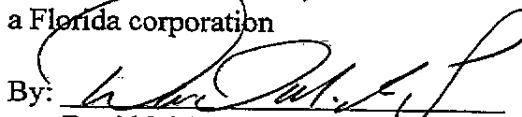
(Corporate Seal)

CHAMELEON HOLDINGS, INC.
a Florida corporation

By: 

F.S. "Buddy" Winsett,
President

WHEELER GROUP II, INC.
a Florida corporation

By: 

David M. Bovi,
President

PLAN OF MERGER

(Exhibit A)

Merger between Chameleon Holdings, Inc., (the "Surviving Corp.") and Wheeler Group II, Inc., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. All in accordance with this Plan, upon the Effective Date, each of the 51 shares of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for \$2,156.8627. On the Effective Date, the Surviving Corp. shall pay to the Disappearing Corp.'s shareholder's Escrow Agent, David M. Bovi, P.A., \$25,000 cash and deliver a collateralized Promissory Note in the amount of \$85,000 made by the Surviving Corp. to the Disappearing Corp.'s shareholder's Escrow Agent. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. The above described consideration, when paid by the Surviving Corp. to the Disappearing Corp.'s shareholders or agents thereof, shall be deemed to be payment in full satisfaction of such Disappearing Corp.'s shareholders.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing

by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

CHAMELEON HOLDINGS, INC.

By: _____
F.S. "Buddy" Winsett,
President

WHEELER GROUP II, INC.

By: _____
David M. Bovi,
President