

P98000103378

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CORAL GABLES, FLORIDA 33134

December 30, 1998

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 Gains Street
Tallahassee, Florida 32399

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 31 AM 11:52

Re: DOORWAY HOLDINGS INC., a Delaware corporation
DOORWAY HOLDINGS INC., a Florida corporation

Gentlemen:

Enclosed please find two originals of Articles of Merger of Doorway Holdings Inc. (Delaware) and Doorway Holdings Inc. (Florida) together with Doorway Holdings Inc.'s check in the amount of \$122.50 in payment of the following:

Filing fee	\$ 70.00
Certified copy	<u>52.50</u>
	\$122.50

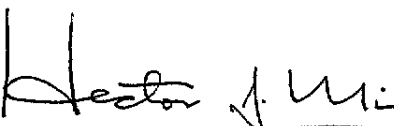
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****122.50 ****122.50

If the above documents are in order, I would appreciate that you file one original, certify the other, and send the certified original to the undersigned at the above address.

Please note that the effective date and time of the merger are December 31, 1998 at 11:59 P.M.

Thank you for your assistance. If you have any questions, please call me.

Sincerely,


Hector J. Mir

HJM/cm
Enclosures

merger
SF 1/15/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

DOORWAY HOLDINGS INC., a nonqualified Delaware corporation

INTO

DOORWAY HOLDINGS INC., a Florida corporation, P98000103378

File date: December 31, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
DOORWAY HOLDINGS INC., a Delaware corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 11:52

AND

DOORWAY HOLDINGS INC., a Florida corporation

The undersigned duly authorized officers of DOORWAY HOLDINGS INC., a Delaware corporation, ("DOORWAY Delaware") and DOORWAY HOLDINGS INC., a Florida corporation, ("DOORWAY"), hereby file these Articles of Merger in order to effect a merger under the laws of the State of Florida and the State of Delaware.

ARTICLE I

PLAN OF MERGER

1. DOORWAY DELAWARE shall be merged into DOORWAY, which shall be the Surviving Corporation, in accordance with the provisions of the Florida Business Corporation Act and the Delaware General Corporation Act, and the terms and conditions set forth in this Plan of Merger duly adopted by the Board of Directors of DOORWAY DELAWARE and DOORWAY and duly ratified by the sole shareholder of each corporation.

2. The name of the Surviving Corporation shall be DOORWAY HOLDINGS INC.

3. On the Effective Date, all the property, real, personal or mixed of each of DOORWAY DELAWARE and DOORWAY, and debts due to either of them, and the rights, privileges, powers and franchises of a public as well as private nature, and every other interest of each of these corporation, shall be transferred to and vested in or shall continue to be vested in DOORWAY, the

Surviving Corporation, without further act or deed, and shall be thereafter the property of the Surviving Corporation; and title to any real estate whether vested by deed or otherwise in any of these corporations shall not revert or be in any way impaired by reason of this merger.

4. DOORWAY, the Surviving Corporation, upon the Effective Date, shall assume all debts, liabilities, obligations and duties of DOORWAY DELAWARE, and DOORWAY agrees that it may be sued for any prior obligation of DOORWAY DELAWARE, including actions by dissenting shareholders, so long as any liability remains outstanding against DOORWAY DELAWARE.

5. The authorized capital stock of DOORWAY DELAWARE consists of 1,500 shares of common stock without a par value of which 100 shares have been issued and are outstanding. The authorized capital stock of DOORWAY consists of 500 shares of common stock with a par value of US \$1.00 of which 100 shares have been issued and are outstanding.

6. On the Effective Date, each of the issued and outstanding shares of DOORWAY DELAWARE Common Stock shall be converted into one fully paid and non-assessable share of DOORWAY Common Stock. Also on the Effective Date, each certificate representing shares of DOORWAY DELAWARE Common Stock shall be deemed for all purposes to evidence the ownership of shares of

DOORWAY Common Stock in an amount equal to the number of shares in the DOORWAY DELAWARE certificate. The holders of DOORWAY DELAWARE certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of DOORWAY, but as certificates nominally representing shares of Common Stock of DOORWAY DELAWARE are surrendered for transfer by the holders thereof, DOORWAY will cause to be issued certificates representing one share of Common Stock of DOORWAY for each share of the Common Stock of DOORWAY DELAWARE surrendered for exchange. All the shares of DOORWAY DELAWARE Common Stock issued and outstanding before the Effective Date of the merger shall be canceled upon surrender.

7. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of DOORWAY, as now stated.

8. The Bylaws and Board of Directors of the Surviving Corporation shall be the Bylaws and Board of Directors of DOORWAY, as now stated.

ARTICLE II

DATE OF ADOPTION

The Plan of Merger was duly adopted by the sole shareholder of DOORWAY DELAWARE and by the sole shareholder of DOORWAY on December 10, 1998.

ARTICLE III

EFFECTIVE DATE AND TIME

The date and time on which this merger is to be effective (the "Effective Date") shall be at 11:59 P.M. on December 31, 1998.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger on December 30, 1998.

DOORWAY HOLDINGS INC., a
Delaware corporation

Hector J. Mir
By: Hector J. Mir,
President

and

Hector J. Mir
By: Hector J. Mir,
Secretary

DOORWAY HOLDINGS INC., a
a Florida corporation

Hector J. Mir
By: Hector J. Mir,
President

and


Hector J. Mir
By: Hector J. Mir,
Secretary

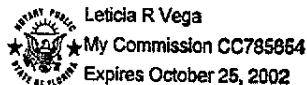
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Hector J. Mir, as President and Secretary of DOORWAY HOLDINGS INC., a Delaware corporation, to me personally known to be the person who executed the foregoing Articles of Merger and he acknowledged the execution of said Articles as President and Secretary of said corporation, for and on behalf of and as the act and deed of DOORWAY HOLDINGS INC., a Delaware corporation, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon him by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 30th of December, 1998.


Leticia R. Vega
Notary Public, State of Florida
at Large
My commission expires:




STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Hector J. Mir, the President and Secretary of DOORWAY HOLDINGS INC. a Florida corporation, to me personally known to be the person who executed the foregoing Articles of Merger and he acknowledged the execution of said Articles as President and Secretary of said corporation, for and on behalf of and as the act and deed of DOORWAY HOLDINGS INC., a Florida corporation, for the uses and purposes therein expressed, pursuant to the authority lawfully conferred upon him by that corporation.

WITNESS my hand and official seal at Coral Gables, Florida, this 30th of December, 1998.


Leticia R. Vega
Notary Public, State of Florida
at Large
My commission expires:

