



THE UNITED STATES
CORPORATION
COMPANY

P99000001493

ACCOUNT NO. : 072100000032

REFERENCE : 094764 6258A

AUTHORIZATION

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : January 11, 1999

ORDER TIME : 1:31 PM

ORDER NO. : 094764-005

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CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
Bond Schoeneck & King, P.a.
Suite 107
1167 Third Street South
Naples, FL 34102-7098

ARTICLES OF MERGER

OASIS SERVICES, INC.

INTO

OASIS SERVICES, INC.

FILED
99 JAN 11 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

me 4/12

RECEIVED
99 JAN 11 PM 4:42
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OASIS SERVICES, INC., a New Jersey corporation

INTO

OASIS SERVICES, INC., a Florida corporation, P99000001493.

File date: January 11, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER/CERTIFICATE OF MERGER

OASIS SERVICES, INC., A NEW JERSEY CORPORATION

INTO

OASIS SERVICES, INC., A FLORIDA CORPORATION

FILED
99 JAN 11 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This sets forth the Articles of Merger/Certificate of Merger ("Articles/Certificate") between OASIS SERVICES, INC., a New Jersey corporation (the "Disappearing Corporation") and OASIS SERVICES, INC., a Florida corporation (the "Surviving Corporation").

1. Name of Disappearing and Surviving Corporations

The name of the Disappearing Corporation proposing to merge and the name of the Surviving Corporation into which it proposes to merge is stated above.

2. Plan of Merger

The Plan of Merger (the "Plan") setting forth the terms and conditions of the merger of the Disappearing Corporation into the Surviving Corporation is attached to these Articles/Certificate as an exhibit and are incorporated herein by reference. The Disappearing Corporation and the Surviving Corporation are proceeding with the Plan with the understanding that the merger will qualify as a tax free Type A and Type F Reorganization under Internal Revenue Code section 368(a)(1)(A) and (F).

3. Adoption of the Plan

a. As to the Surviving Corporation:

(i) The board of directors voted unanimously in favor of approving the Plan by written consent in lieu of special meeting on January 7, 1999. Thereafter, the board of directors submitted the Plan to the shareholders for approval.

(ii) At the time of adoption of the Plan, there were 100 issued and outstanding shares of common voting stock, each with no par value, of the Surviving Corporation entitled to vote thereon. All 100 shares were entitled to vote on the Plan. All 100 shares unanimously voted in favor of approving the Plan by written consent in lieu of special meeting on January 7, 1999. No shares voted against the Plan.

b. As to the Disappearing Corporation:

(i) The board of directors voted unanimously in favor of approving the Plan by written consent in lieu of special meeting on January 7, 1999. Thereafter, the board of directors submitted the Plan to the shareholders for approval.

(ii) At the time of adoption of the Plan, there were 100 issued and outstanding shares of common voting stock, each with no par value, of the Disappearing Corporation entitled to vote thereon. All 100 shares were entitled to vote on the Plan. All 100 shares unanimously voted in favor of approving the Plan by written consent in lieu of special meeting on January 7, 1999. No shares voted against the Plan.

4. *Surviving Corporation*

Pursuant to the Plan, all of the issued and outstanding stock of the Disappearing Corporation will be acquired by means of a merger of the Disappearing Corporation into the Surviving Corporation with the Surviving Corporation as the resulting corporation.

5. *Effective Date*

These Articles, pursuant to the Plan, shall become effective upon the filing of the Articles of Merger with the Florida Department of State and the Certificate of Merger with the New Jersey Secretary of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on January

7, 1999.

OASIS SERVICES, INC.,
a New Jersey corporation

OASIS SERVICES, INC.,
a Florida corporation

By: Benedict J. O'Bryan
Benedict J. O'Bryan
Director and President

By: Benedict J. O'Bryan
Benedict J. O'Bryan
Director and President

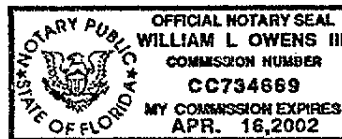
STATE OF FLORIDA :
COUNTY OF COLLIER :ss.

Before me personally appeared BENEDICT J. O'BRYAN, (to me personally known) ~~or who produced~~
~~as identification~~, who executed the foregoing instrument as Director and President of
the above named corporation, OASIS SERVICES, INC., a New Jersey corporation, and who acknowledged
to and before me that he executed said instrument as such Director and President and that said instrument is the
free act and deed of said corporation.

WITNESS my hand and official seal, this 7th day of January, 1999.

William L. Owens
Notary Public

My Commission Expires:



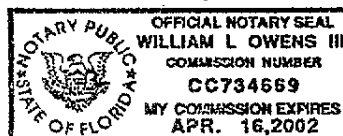
STATE OF FLORIDA :
COUNTY OF COLLIER :ss.

Before me personally appeared BENEDICT J. O'BRYAN, (to me personally known) ~~or who produced~~
~~as identification~~, who executed the foregoing instrument as Director and President of
the above named corporation, OASIS SERVICES, INC., a Florida corporation, and who acknowledged to and
before me that he executed said instrument as such Director and President and that said instrument is the free
act and deed of said corporation.

WITNESS my hand and official seal, this 7th day of January, 1999.

William L. Owens
Notary Public

My Commission Expires:



0059431.02

PLAN OF MERGER
OASIS SERVICES, INC., A NEW JERSEY CORPORATION
INTO
OASIS SERVICES, INC., A FLORIDA CORPORATION

This sets forth the terms of a Plan of Merger between OASIS SERVICES, INC., a New Jersey corporation (the "Disappearing Corporation") and OASIS SERVICES, INC., a Florida corporation (the "Surviving Corporation") (collectively the "Constituent Corporations"). This merger is being effected pursuant to this Plan of Merger in accordance with sections 607.1101 et seq. of the Florida Business Corporation Act and sections 14A:10-1 et seq. of the New Jersey Business Corporation Act. The Constituent Corporations are proceeding with this Plan of Merger with the understanding that the merger will qualify as a tax free Type A and Type F Reorganization under Internal Revenue Code section 368(a)(1)(A) and (F).

FIRST: The name of the Disappearing Corporation proposing to merge and the name of the Surviving Corporation into which it proposes to merge is stated above. The Disappearing Corporation is organized under the laws of the State of New Jersey and the Surviving Corporation is organized under the laws of the State of Florida.

SECOND: As to each Constituent Corporation, the designation and number of authorized and outstanding shares of each class and series of stock are as follows:

<u>Name of Corporation</u>	<u>Authorized Shares</u>	<u>Class and Par Value</u>	<u>Outstanding Shares</u>
Oasis Services, Inc., a New Jersey corporation (Disappearing Corporation)	1,000	Common, no par	100
Oasis Services, Inc., a Florida corporation (Surviving Corporation)	1,000	Common, no par	100

THIRD: Upon the effective date of this merger (the "Effective Date"), all of the issued and outstanding shares of the Disappearing Corporation shall be cancelled, and the issued and outstanding shares of the Surviving Corporation shall remain the same. Accordingly, the ownership of Surviving Corporation's stock after the completion of the merger shall be as follows:

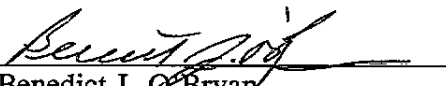
<u>Shareholder</u>	<u>Number of Shares</u>
Benedict J. O'Bryan	<u>100</u>
TOTAL	100

FOURTH: The Effective Date of the merger shall be the date the Articles of Merger/Certificate of Merger are filed with the Florida Department of State and the New Jersey Secretary of State.

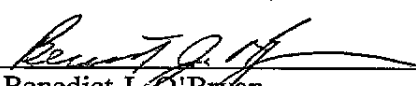
FIFTH: This Plan of Merger has been approved unanimously by the board of directors of the Constituent Corporations by written consent in lieu of a special meeting on January 7, 1999. Thereafter, the board of directors submitted this Plan of Merger to the shareholders of the Constituent Corporations who unanimously approved this Plan of Merger by written consent in lieu of a special meeting on January 7, 1999.

IN WITNESS WHEREOF, this Plan of Merger has been executed on January 7, 1999.

OASIS SERVICES, INC.,
a New Jersey corporation

By: 
Benedict J. O'Bryan
Director and President

OASIS SERVICES, INC.,
a Florida corporation

By: 
Benedict J. O'Bryan
Director and President