

P99000105299

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MERGER OR SHARE EXCHANGE

RILES & COMPANY, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 8, 1999

RILES & COMPANY, INC.
180 ARVIDA PARKWAY
CORAL GABLES FL 33156

SUBJECT: RILES & COMPANY, INC.
REF: P99000105299

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

IF THE PLAN OF MERGER IS CONTAINED WITHIN THE ARTICLES, PLEASE CHANGE THE TITLE TO READ "ARTICLES AND PLAN OR AGREEMENT OF MERGER".

THE BLANK SPACES IN #6 MUST BE FILLED IN.

PLEASE RETAIN THE CERTIFICATE THAT ACCOMPANIES THE COPY OF THE ARTICLES OF INCORPORATION.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E99000031140
Letter Number: 899A00057715

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

RILES & COMPANY, INC., a California corporation, not qualified in Florida

INTO

RILES & COMPANY, INC., a Florida entity, P99000105299.

File date: December 8, 1999

Corporate Specialist: Karen Gibson

AGREEMENT AND PLAN OF MERGER
BETWEEN
RILES & COMPANY, INC., a California corporation
AND
RILES & COMPANY, INC., a Florida corporation

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A. CORPORATIONS PARTICIPATING IN MERGER.

RILES & COMPANY, INC., a California corporation (the "Parent Corporation") and RILES & COMPANY, Inc., a Florida corporation and a wholly owned subsidiary of the Parent Corporation (the "Surviving Corporation"), agree that the Parent Corporation shall merge with and into the Surviving Corporation (the "Merger").

B. NAME OF SURVIVING CORPORATION.

After the Merger, the Surviving Corporation will have the name "RILES & COMPANY, INC."

The Surviving Corporation shall continue to be incorporated under and governed by the laws of the State of Florida.

The principal business office of the Surviving Corporation will be:

180 Arvida Parkway
Coral Gables, Florida 33156

C. MERGER

Pursuant to the terms and conditions of this Agreement and Plan of Merger ("Agreement"), the Parent Corporation will merge with and into the Surviving Corporation. Upon the Merger becoming effective, the corporate existence of the Surviving Corporation will continue, the Surviving Corporation shall succeed to all rights, assets, liabilities and obligations of the Parent Corporation, and the separate corporate existence of the Parent Corporation shall cease. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

D. CONVERSION OF OUTSTANDING STOCK

At the Effective Date, by virtue of the Merger and without any action on the part of the shareholders of the Parent Corporation or the shareholders of the Surviving Corporation:

(a) Each single share of the common stock of the Parent Corporation, having no par value, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on

the part of the holder thereof, automatically become and be converted into a single share of common stock, par value \$0.001, of the Surviving Corporation.

(b) Each share of common stock of the Surviving Corporation held by the Parent Corporation on the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled.

E. ARTICLES OF INCORPORATION AND BYLAWS.

The Articles of Incorporation and the Bylaws of the Surviving Corporation following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Articles of Incorporation of the Surviving Corporation.

F. GOVERNING LAW

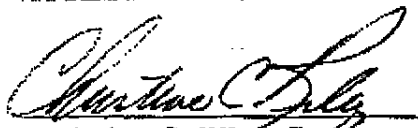
This Agreement shall be governed by the laws of the State of Florida.

G. COUNTERPARTS.

This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

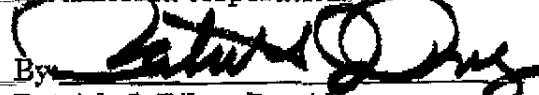
NOW THEREFORE, this Agreement and Plan of Merger has been executed by the parties hereto by their duly authorized officers this 7 day of Dec., 1999.

ATTEST:



Christine C. Riley, Secretary

RILES & COMPANY, INC.,

a California corporation:

By 
Patrick J. Riley, President

ATTEST:


Christine C. Riley, Secretary

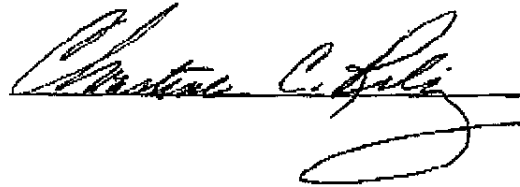
RILES & COMPANY, INC.,

a Florida corporation:

By 
Patrick J. Riley, President

CERTIFICATE OF SECRETARY OF
RILES & COMPANY, INC., a California corporation

I, Christine C. Riley, the Secretary of RILES & COMPANY, INC., a California corporation, hereby certify that RILES & COMPANY, INC., a California Corporation, has adopted this Agreement and Plan of Merger by action of its Board of Directors and its shareholders pursuant to Sections 607.1104 and 607.1002, Florida Statutes, as the Articles of Incorporation of RILES & COMPANY, INC., a Florida corporation differs from the Articles of Incorporation of RILES & COMPANY, INC., a California corporation.

A handwritten signature in black ink, appearing to read "Christine C. Riley", with a long horizontal line extending to the right.

311A1 #876280 71

ARTICLES OF MERGER

OF

RILES & COMPANY, INC.
(a California corporation)

AND

RILES & COMPANY, INC.
(a Florida corporation)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned hereby certify that:

1. The names of the corporations which are parties to the merger (the "Merger") are Riles & Company, Inc., a California corporation ("Parent Corporation"), and Riles & Company, Inc., a Florida corporation and wholly owned subsidiary of Parent Corporation ("Surviving Corporation").

2. The name of the Surviving Corporation shall be "Riles & Company, Inc."

3. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State (the "Effective Date").

4. The articles of incorporation of the Surviving Corporation differs from the articles of incorporation of the Parent Corporation. Such articles of incorporation of the Surviving Corporation are attached hereto and labeled as Exhibit A.

5. The Agreement and Plan of Merger, dated as of December 7, 1999 pursuant to which Parent Corporation shall be merged with and into Surviving Corporation, was adopted by the Board of Directors and all of the shareholders of Parent Corporation by written action without a meeting on December 7, 1999.

6. The Agreement and Plan of Merger, dated as of December 7, 1999 pursuant to which Parent Corporation shall be merged with and into Surviving Corporation, was adopted by the Board of Directors of the Surviving Corporation by written action without a meeting on December 7, 1999 and shareholder approval was not required.

7. At the Effective Date, each of the following transactions shall be deemed to occur simultaneously:

Steven H. Hagen, Esq. (FL Bar No. 310743)
Holland & Knight LLP, 701 Brickell Ave.
Suite 3000, Miami, FL 33131

FAX AUDIT NO.: H99000031140 9

FROM

(a) Each single share of the common stock of Parent Corporation, having no par value, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically become and be converted into a single share of common stock, par value \$.001, of the Surviving Corporation.

(b) Each share of common stock of the Surviving Corporation held by the Parent Corporation on the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled.

8. The Articles of Incorporation and the Bylaws of the Surviving Corporation following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Incorporation shall constitute the Articles of Incorporation of the surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Articles of Incorporation of the Surviving Corporation.

(The remainder of this page is intentionally left blank.)

NOW THEREFORE, each of Riles & Company, Inc., a California corporation and Riles & Company, Inc., a Florida corporation have caused these Articles of Merger to be executed by its President and Secretary effective this 7 day of December, 1999.

RILES & COMPANY, INC.,
a California corporation

By: 

Patrick J. Riley
President

By: 

Christine C. Riley
Secretary

RILES & COMPANY, INC.,
a Florida corporation

By: 

Patrick J. Riley
President

By: 

Christine C. Riley
Secretary

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Exhibit A

(Articles of Incorporation of Surviving Corporation)

MIA1 #878036 v2

ARTICLES OF INCORPORATION
OF
RILES & COMPANY, INC.

The undersigned, acting as incorporators of RILES & COMPANY, INC. under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I.

The name and business address of this corporation are RILES & COMPANY, INC., 180 Arvida Parkway, Coral Gables, Florida 33156.

ARTICLE II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida.

ARTICLE III.

This corporation is authorized to issue only one class of shares to be designated Common Stock, par value \$.001 per share. The total number of shares of Common Stock which this corporation shall have the authority to issue shall be one thousand (1,000).

ARTICLE IV.

The name of the initial registered agent and the address of the initial registered office are Intrastate Registered Agent Corporation, 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE V.

The corporation elects not to be governed by Florida Statute Section 607.0902, as such may be amended from time to time, relating to control-share acquisitions.

ARTICLE VI.

The corporation elects not to be governed by Florida Statute Section 607.0901, as such may be amended from time to time, concerning affiliated transactions.

ARTICLE VII.

1. Limitation of Directors' Liability. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

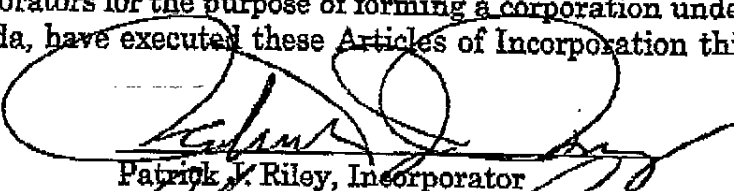
2. Indemnification of Corporate Agents. The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

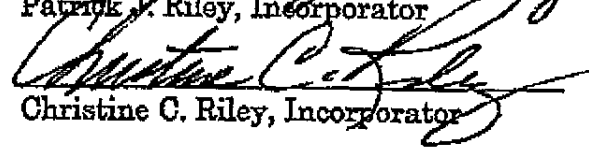
3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII.

The name and street address of the incorporators are Patrick J. Riley and Christine C. Riley, 180 Arvida Parkway, Coral Gables, Florida 33156.

The undersigned incorporators for the purpose of forming a corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 2 day of Dec., 1999.


Patrick J. Riley, Incorporator


Christine C. Riley, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That RILES & COMPANY, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 2nd day of December, 1999.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 
Steven H. Hagen, Vice President

MIA1 #878027 v1