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Florida Department of State
Division of Corporations
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Anna Solzgado

MERGER OR SHARE EXCHANGE

STERLING COMPANIES OF PALM BEACH, INC.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF MERGER
OF
STERLING COMPANIES OF PALM BEACH, INC.
AND
STERLING ORGANIZATION LLC**

99-110593

L99-2872

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **STERLING ORGANIZATION LLC**, a Florida limited liability company (the "Disappearing Corporation"), and **STERLING COMPANIES OF PALM BEACH, INC.**, a Florida corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger, dated as of December 29, 1999 between the Surviving Corporation and the Disappearing Corporation, setting forth the plan of merger whereby the Disappearing Corporation will merge with and into the Surviving Corporation (the "Plan of Merger").
2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of the date on which these Articles of Merger are filed by the Florida Department of State.
3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the directors of the Surviving Corporation by written consent dated on December 28, 1999, and approved by all the members of the Disappearing Corporation by written consent on December 29, 1999.
4. **Articles and Bylaws** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

[SIGNATURES ON FOLLOWING PAGE]

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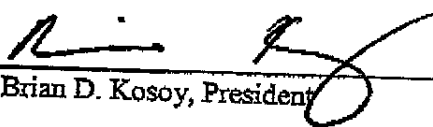
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IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of Sterling Companies of Palm Beach, Inc. and Sterling Organization LLC by their respective duly authorized officers, as of December 29, 1999.

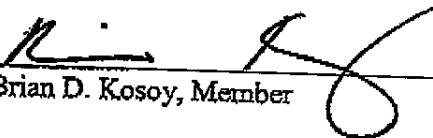
"SURVIVING CORPORATION"

STERLING COMPANIES OF PALM BEACH, INC.,
a Florida corporation

By: 
Brian D. Kosoy, President

"DISAPPEARING CORPORATION"

STERLING ORGANIZATION LLC,
a Florida limited liability company

By: 
Brian D. Kosoy, Member

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EXHIBIT A
PLAN OF MERGER

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
STERLING COMPANIES OF PALM BEACH, INC.
AND
STERLING ORGANIZATION LLC**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 29th day of December, 1999, by and between Sterling Organization LLC, a Florida limited liability company (the "Disappearing Corporation"), and Sterling Companies of Palm Beach, Inc., a Florida corporation (the "Surviving Corporation"), as approved by the Members of the Disappearing Corporation and the Board of Directors of the Surviving Corporation.

R E C I T A L S:

A. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. Disappearing Corporation is a limited liability company duly organized and existing under the laws of the State of Florida.

C. All the Members of the Disappearing Corporation and the Board of Directors of the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the members of the Disappearing Corporation and the shareholders of the Surviving Corporation.

D. Disappearing Corporation and Surviving Corporation have agreed that Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transaction described above, Disappearing Corporation and Surviving Corporation, the constituent corporations to this Plan of Merger, agree as follows:

1. Merger. Disappearing Corporation shall be merged with and into Surviving Corporation.

2. Filing and Effective Time. Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Florida Department of State.

3. Surviving Corporation. The Surviving Corporation shall continue its existence under the name "Sterling Companies of Palm Beach, Inc." pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all the rights and properties of the

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Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. Each membership interest in the Disappearing Corporation (the "Disappearing Corporation Interests") shall be converted into and exchanged for the same pro rata interest in the common stock of the Surviving Corporation. On the Effective Date, each Disappearing Corporation Interests outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. Approval. The transaction contemplated by this Plan of Merger has previously been submitted to and approved by all the members of the Disappearing Corporation and the Board of Directors of the Surviving Corporation. Subsequent to the execution of this Plan of Merger by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

10. Amendment. This Plan of Merger may be amended with the approval of the Board of Directors of Surviving Corporation and the members of the Disappearing Corporation at any time prior to the filing of this Plan of Merger with the Florida Department of State, provided that any amendment made subsequent to the adoption of this Plan of Merger by the members of Disappearing Corporation or shareholders of the Surviving Corporation shall not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of Common Stock of the Surviving Corporation or member interests of the Disappearing Corporation.

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11. Governing Law. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida.

12. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

13. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

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IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan of Merger as of the date first above written.

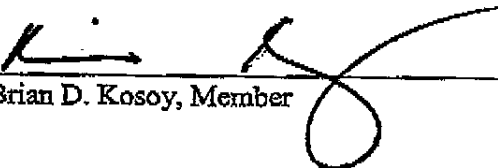
"SURVIVING CORPORATION"

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a Florida corporation

By: 
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a Florida limited liability company

By: 
Brian D. Kosoy, Member

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STERLING ORGANIZATION LLC, a Florida entity, L99000002872

INTO

STERLING COMPANIES OF PALM BEACH, INC., a Florida entity,
P99000110593

File date: December 29, 1999

Corporate Specialist: Tammi Cline

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