IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER SELECTION AND <CR>: murai12/30/96 FLORIDA DIVISION OF CORPORATIONS 3:18 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H96000018160 7)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A. ACCT#: 076150002103
CONTACT: NIURKA ALONSO
PHONE: (305)358-5900 FAX #: (305)358-9490

NAME: CIC GROUP INC.
AUDIT NUMBER......H96000018160
DOC TYPE..........MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES....... 8
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

SH 12/31
Merger

FILED
96 DEC 30 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CIC ADMINISTRATIVE SERVICES, INC., a Florida corporation, P93000036518

INTO

CIC GROUP INC., a Florida corporation, S20070.

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

FAX AUDIT NUMBER:
H96000018160

FILED
96 DEC 30 AM 9:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-96

ARTICLES OF MERGER

(Pursuant to §607.1101 and §607.1104 of
Florida Business Corporation Act)

1. CIC Group, Inc. and CIC Administrative Services, Inc., being validly and legally formed under the laws of the State of Florida have adopted a Plan of Merger. CIC Group Inc. owns all of the outstanding shares of CIC Administrative Services, Inc. and therefore CIC Group Inc. is the parent corporation and CIC Administrative Services, Inc. is the subsidiary corporation.

2. The name of the surviving corporation is CIC Group Inc.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes and is attached hereto as Exhibit "A".

4. The Plan of Merger will become effective on Dec. 31, 1996.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of CIC Administrative Services, Inc. on December 30, 1996, as evidenced by Exhibit "B".

7. Since this is a merger of a fully owned subsidiary into its parent, approval by the shareholders of the parent, CIC Group Inc., is not required. The Plan of Merger was adopted by the Board of Directors of CIC Group, Inc. on December 30, 1996 as evidenced by Exhibit "C".

8. The Plan of Merger calls for the cancellation of the issued shares of the subsidiary corporation, CIC Administrative Services, Inc. No additional shares in CIC Group Inc. will be issued or distributed.

DATED: December 30, 1996.

CIC Administrative Services, Inc. a Florida corporation	CIC Group Inc. a Florida corporation
By: *Wm. A. H.* William A. Herrera, President	By: Luis A. Ortega, President
ATTEST:	ATTEST:
By: *Wm. A. H.* William A. Herrera, Secretary (Corporate Seal)	By: Luis M. Ortega, Secretary (Corporate Seal)

G:\CIC\ARDCS.MER
Dec 26, 1996\4:10 pm

PREPARED BY:

M. CRISTINA MORENO, ESQ.
MURAI WALD BIONDO & MORENO, P.A.
25 S.E. 2ND AVE., #900, MIAMI, FL 33131
(305) 358-5900
FLORIDA BAR NO. 259721

FAX AUDIT NUMBER:
H96000018160

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

30th The foregoing instrument was acknowledged before me this 30th day of December, 1996, by Luis A. Ortega, as President of CIC Group Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

print: Rodolfo Solares Jr.
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC382188
MY COMMISSION EXP.
MAR. 27,1998

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

30th The foregoing instrument was acknowledged before me this 30th day of December, 1996, by William A. Herrera, as President of CIC Administrative Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

print: Rodolfo Solares Jr.
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC382188
MY COMMISSION EXP.
MAR. 27,1998

FAX AUDIT NUMBER:
H96000018160

EXHIBIT "A"

PLAN OF MERGER

Plan of Merger dated December 30, 1996 between CIC Group Inc., a Florida corporation (hereinafter the "Surviving Corporation") and CIC Administrative Services, Inc., a Florida corporation (hereinafter the "Absorbed Corporation").

STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 888 Brickell Avenue, 5th Floor, Miami, Fl 33131.

B. The Surviving Corporation has a capitalization of One Thousand (1,000) authorized shares of One Dollar ($1.00) par value common stock, of which 1,000 shares are issued and outstanding. All such shares are held by Banlane Investments, Ltd.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 888 Brickell Avenue, 5th Floor, Miami, Fl 33131.

D. The Absorbed Corporation has a capitalization of 1,000 authorized shares of common stock par value $1.00 of which 1,000 shares are issued and outstanding.

E. All of the outstanding shares of the Surviving Corporation are held by Banlane Investments, Ltd. All outstanding shares of the Absorbed Corporation are held by the Surviving Corporation.

F. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation which shall be the surviving corporation. On and after the Effective Date, the Surviving Corporation shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act, and the separate existence of the Absorbed Corporation shall cease. The Surviving Corporation shall

succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

2. Effective Date. The merger shall be effective as of the 31st day of December, 1996. On or before that date, or as otherwise required by the Florida Business Corporation Act, Articles of Merger shall be filed with the Florida Secretary of State so as to reflect the merger.

3. Articles of Incorporation and Bylaws. On and after the Effective Date, the Articles of Incorporation and By-Laws of the Surviving Corporation shall be the same as the Articles of Incorporation and By-Laws of the Surviving Corporation immediately prior to the Effective Date.

4. Shares of stock of Absorbed Corporation. The total number of shares of stock which the Absorbed Corporation has authority to issue is one thousand (1,000) shares of common stock, par value $1.00. The total number of shares of the Absorbed Corporation's stock issued and outstanding on the date of this Plan is one thousand (1,000) shares of common stock, all of which are owned by the Surviving Corporation.

5. Shares of Stock of Surviving Corporation. The total number of shares of stock which the Surviving Corporation has authority to issue is One Thousand (1,000) shares of common stock, having a par value of One ($1.00) Dollar per share, of which one Thousand (1,000) shares are issued and outstanding on the date of this Plan and owned by Banlane Investments, Ltd., as stated above.

6. Cancellation of Shares. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Corporation shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. No additional shares of the common stock of the Surviving Corporation shall be issued.

7. Directors and Officers. The persons holding the offices of Director, President, Treasurer, Secretary and all other offices of the Surviving Corporation upon the Effective Date shall remain the Directors, the President, the Treasurer, the Secretary and the other officers of the Surviving Corporation, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the By-Laws of the Surviving Corporation.

FAX AUDIT NUMBER:
H96000018160

8. Filings with Florida Secretary of State. The Absorbed Corporation and the Surviving Corporation shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement before or after the approval of same by the shareholders and Directors of the Absorbed Corporation and the Surviving Corporation.

9. Abandonment of Merger. Notwithstanding the approval of this Agreement by the shareholders and Directors of the Absorbed Corporation and by the Directors of the Surviving Corporation, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Corporation and the Surviving Corporation authorized by their respective Boards of Directors.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Absorbed Corporation and the Surviving Corporation on the 30th day of December, 1996.

CIC Administrative Services, Inc.
a Florida corporation

ATTEST:

William A. Herrera
Secretary

By: William A. Herrera, President

CIC Group Inc.
a Florida corporation

ATTEST:

Luis A. Ortega
Secretary

By: Luis A. Ortega, President

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by Luis A. Ortega, as President of CIC Group Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

My commission expires:

State of Florida Rodolfo Solares

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC352188
MY COMMISSION EXP.
MAR. 27,1998

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December 1996, by William A. Herrera, as President of CIC Administrative Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

print Rodolfo Solares Jr.
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC352188
MY COMMISSION EXP.
MAR. 27,1998

FAX AUDIT NUMBER:
H96000018160

EXHIBIT "B"

UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS AND SHAREHOLDER
OF CIC Administrative Services, Inc.

The undersigned, being the sole shareholder and all of the directors of CIC Administrative Services, Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

> RESOLVED, that the Plan and Agreement of Merger between CIC Administrative Services, Inc., a Florida corporation ("CIC Administrative") and CIC Group Inc., a Florida corporation, ("CIC Group"), pursuant to which CIC Administrative shall be merged into CIC Group, is hereby adopted and approved and the officers of CIC Administrative, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

These resolutions are adopted on this 30th day of December, 1996.

SOLE DIRECTOR:

William A. Herrera

SHAREHOLDER:

CIC GROUP, INC. (formerly Infiservice Corp.)

By:
Luis A. Ortega, President

G:\CIC\ADMIN.MER
Dec 26, 1996\3:46 pm

FAX AUDIT NUMBER:
H96000018160

FAX AUDIT NUMBER:
H96000018160

EXHIBIT "C"

UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS OF CIC GROUP INC.

The undersigned, being all of the directors of CIC Group Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

> RESOLVED, that the Plan and Agreement of Merger between CIC Administrative Services, Inc., a Florida corporation ("CIC Administrative") and CIC Group Inc., a Florida corporation ("CIC Group") pursuant to which CIC Administrative shall be merged into CIC Group is hereby adopted and approved and the officers of CIC Group, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

These resolutions are adopted on this 30th day of December, 1996.

SOLE DIRECTOR:

Luis A. Ortega

12/30/96 MON 15:41 FAX [illegible] MWB & M 001

S20070

ESTIMATED CHARGES: $70.00

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER SELECTION AND <CR>: murai12/30/96 FLORIDA DIVISION OF CORPORATIONS 3:20 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H96000018161 5)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A. ACCT#: 076150002103
CONTACT: NIURKA ALONSO
PHONE: (305)358-5900 FAX #: (305)358-9490

NAME: CIC GROUP INC.
AUDIT NUMBER......H96000018161
DOC TYPE..........MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES....... 8
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $70.00

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
95 DEC 30 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/31

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

CIC CAPITAL, INC., a Florida corporation, P93000036203

INTO

CIC GROUP INC., a Florida corporation, S20070.

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

FAX AUDIT NUMBER:
H96000018161

FILED
96 DEC 30 AM 9: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-96

ARTICLES OF MERGER

(Pursuant to §607.1101 and §607.1104 of
Florida Business Corporation Act)

1. CIC Group, Inc. and CIC Capital, Inc., being validly and legally formed under the laws of the State of Florida have adopted a Plan of Merger. CIC Group Inc. owns all of the outstanding shares of CIC Capital Inc. and therefore CIC Group Inc. is the parent corporation and CIC Capital Inc. is the subsidiary corporation.

2. The name of the surviving corporation is CIC Group Inc.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes and is attached hereto as Exhibit "A".

4. The Plan of Merger will become effective on December 31, 1996.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of CIC Capital Inc. on December 30, 1996, as evidenced by Exhibit "B".

7. Since this is a merger of a fully owned subsidiary into its parent, approval by the shareholders of the parent, CIC Group Inc., is not required. The Plan of Merger was adopted by the Board of Directors of CIC Group, Inc. on December 30, 1996 as evidenced by Exhibit "C".

8. The Plan of Merger calls for the cancellation of the issued shares of the subsidiary corporation, CIC Capital Inc. No additional shares in CIC Group Inc. will be issued or distributed.

DATED: December 30, 1996.

CIC Capital Inc., a Florida corporation	CIC Group Inc., a Florida corporation
By: [signature] William A. Herrera, President	By: [signature] Luis A. Ortega, President
ATTEST:	ATTEST:
By: [signature] William A. Herrera, Secretary (Corporate Seal)	By: [signature] Luis A. Ortega, Secretary (Corporate Seal)

PREPARED BY:
M. CRISTINA MORENO, ESQ.
MURAI WALD BIONDO & MORENO, P.A.
25 S.E. 2ND AVENUE, #900, MIAMI, FL 33131
(305) 358-5900
FLORIDA BAR NO. 259721

FAX AUDIT NUMBER:
H96000018161

FAX AUDIT NUMBER:
H96000018161

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by Luis A. Ortega, as President of CIC Group Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

print: [illegible]
State of Florida

OFFICIAL NOTARY SEAL
[illegible]
COMMISSION NUMBER
[illegible]
MY COMMISSION EXP.
MAR. 27,1999

My Commission Expires:

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by William A. Herrera, as President of CIC Capital Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

print: [illegible]
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
[illegible]
COMMISSION NUMBER
[illegible]
MY COMMISSION EXP.
MAR. 27,1999

FAX AUDIT NUMBER:
H96000018161

FAX AUDIT NUMBER:
H96000018161

EXHIBIT "A"

PLAN OF MERGER

Plan of Merger dated December 30, 1996 between CIC Group Inc., a Florida corporation (hereinafter the "Surviving Corporation") and CIC Capital Inc., a Florida corporation (hereinafter the "Absorbed Corporation").

STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 888 Brickell Avenue, 5th Floor, Miami, Fl 33131.

B. The Surviving Corporation has a capitalization of One Thousand (1,000) authorized shares of One Dollar ($1.00) par value common stock, of which 1,000 shares are issued and outstanding. All such shares are held by Banlane Investments, Ltd.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 888 Brickell Avenue, 5th Floor, Miami, Fl 33131.

D. The Absorbed Corporation has a capitalization of 1,000 authorized shares of common stock par value $1.00 of which 1,000 shares are issued and outstanding.

E. All of the outstanding shares of the Surviving Corporation are held by Banlane Investments, Ltd. All outstanding shares of the Absorbed Corporation are held by the Surviving Corporation.

F. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation which shall be the surviving corporation. On and after the Effective Date, the Surviving Corporation shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act, and the separate existence of the Absorbed Corporation shall cease. The Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The

Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

2. Effective Date. The merger shall be effective as of the 31st day of December, 1996. On or before that date, or as otherwise required by the Florida Business Corporation Act, Articles of Merger shall be filed with the Florida Secretary of State so as to reflect the merger.

3. Articles of Incorporation and Bylaws. On and after the Effective Date, the Articles of Incorporation and By-Laws of the Surviving Corporation shall be the same as the Articles of Incorporation and By-Laws of the Surviving Corporation immediately prior to the Effective Date.

4. Shares of stock of Absorbed Corporation. The total number of shares of stock which the Absorbed Corporation has authority to issue is one thousand (1,000) shares of common stock, par value $1.00. The total number of shares of the Absorbed Corporation's stock issued and outstanding on the date of this Plan is one thousand (1,000) shares of common stock, all of which are owned by the Surviving Corporation.

5. Shares of Stock of Surviving Corporation. The total number of shares of stock which the Surviving Corporation has authority to issue is One Thousand (1,000) shares of common stock, having a par value of One ($1.00) Dollar per share, of which one Thousand (1,000) shares are issued and outstanding on the date of this Plan and owned by Banlane Investments, Ltd., as stated above.

6. Cancellation of Shares. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Corporation shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. No additional shares of the common stock of the Surviving Corporation shall be issued.

7. Directors and Officers. The persons holding the offices of Director, President, Treasurer, Secretary and all other offices of the Surviving Corporation upon the Effective Date shall remain the Directors, the President, the Treasurer, the Secretary and the other officers of the Surviving Corporation, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the By-Laws of the Surviving Corporation.

8. Filings with Florida Secretary of State. The Absorbed Corporation and the Surviving Corporation shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein

provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement before or after the approval of same by the shareholders and Directors of the Absorbed Corporation and the Surviving Corporation.

9. Abandonment of Merger. Notwithstanding the approval of this Agreement by the shareholders and Directors of the Absorbed Corporation and by the Directors of the Surviving Corporation, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Corporation and the Surviving Corporation authorized by their respective Boards of Directors.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Absorbed Corporation and the Surviving Corporation on the 30th day of December, 1996.

CIC Capital Inc.,
a Florida corporation

ATTEST:

____
William A. Herrera
Secretary

By: ______________________
William A. Herrera, President

CIC Group Inc.
a Florida corporation

ATTEST:

____
Luis A. Ortega
Secretary

By: ______________________
Luis A. Ortega, President

FAX AUDIT NUMBER:
H96000018161

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by Luis A. Ortega, as President of CIC Group Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

My commission expires:

State of Florida RODOLFO SOLARES JR.

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC352158
MY COMMISSION EXP.
MAR. 27,1998

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December 1996, by William A. Herrera, as President of CIC Capital Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

~~NOTARY PUBLIC~~

print: RODOLFO SOLARES JR.
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC352158
MY COMMISSION EXP.
MAR. 27,1998

FAX AUDIT NUMBER:
H96000018161

FAX AUDIT NUMBER:
H96000018161

EXHIBIT "B"

UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS AND SHAREHOLDER
OF CIC CAPITAL, INC.

The undersigned, being the sole shareholder and all of the directors of CIC Capital Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

> RESOLVED, that the Plan and Agreement of Merger between CIC Capital Inc., a Florida corporation ("CIC Capital") and CIC Group Inc., a Florida corporation, ("CIC Group"), pursuant to which CIC Capital shall be merged into CIC Group, is hereby adopted and approved and the officers of CIC Capital, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

These resolutions are adopted on this 30th day of December, 1996.

SOLE DIRECTOR:

[signature]
William A. Herrera

SHAREHOLDER:

CIC GROUP INC. (formerly
Infi[illegible] Corp.)

By: [signature]
Luis A. Ortega, President

FAX AUDIT NUMBER:
H96000018161

FAX AUDIT NUMBER:
H96000018161

EXHIBIT "C"

UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS OF CIC GROUP INC.

The undersigned, being all of the directors of CIC Group Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

> RESOLVED, that the Plan and Agreement of Merger between CIC Capital Inc., a Florida corporation ("CIC Capital") and CIC Group Inc., a Florida corporation ("CIC Group") pursuant to which CIC Capital shall be merged into CIC Group is hereby adopted and approved and the officers of CIC Group, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

These resolutions are adopted on this 30th day of December, 1996.

SOLE DIRECTOR:

Luis A. Ortega

12/30/96 MON 15:44 FAX 30 ... @010

S20070

ESTIMATED CHARGES 0

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER SELECTION AND <CR>: murai12/30/96 FLORIDA DIVISION OF CORPORATIONS 3:21 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H96000018162 3)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A. ACCT#: 076150002103
CONTACT: NIURKA ALONSO
PHONE: (305)358-5900 FAX #: (305)358-9490

NAME: CIC GROUP INC.
AUDIT NUMBER......H96000018162
DOC TYPE..........MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES....... 8
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

SH 12/31
Merger

FILED
96 DEC 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CIC ASSET MANAGEMENT, INC., a Florida corporation, P93000036201

INTO

CIC GROUP INC., a Florida corporation, S20070.

File date: December 30, 1996 , effective December 31, 1996

Corporate Specialist: Steven Harris

FAX AUDIT NUMBER:
H96000018162

EFFECTIVE DATE
12 31 96

FILED
96 DEC 30 AM
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Pursuant to §607.1101 and §607.1104 of
Florida Business Corporation Act)

1. CIC Group, Inc. and CIC Asset Management, Inc., being validly and legally formed under the laws of the State of Florida have adopted a Plan of Merger. CIC Group Inc. owns all of the outstanding shares of CIC Asset Management Inc. and therefore CIC Group Inc. is the parent corporation and CIC Asset Management Inc. is the subsidiary corporation.

2. The name of the surviving corporation is CIC Group Inc.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes and is attached hereto as Exhibit "A".

4. The Plan of Merger will become effective on December 31, 1996.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of CIC Asset Management Inc. on December 30, 1996, as evidenced by Exhibit "B".

7. Since this is a merger of a fully owned subsidiary into its parent, approval by the shareholders of the parent, CIC Group Inc., is not required. The Plan of Merger was adopted by the Board of Directors of CIC Group, Inc. on December 30, 1996 as evidenced by Exhibit "C".

8. The Plan of Merger calls for the cancellation of the issued shares of the subsidiary corporation, CIC Asset Management Inc. No additional shares in CIC Group Inc. will be issued or distributed.

DATED: December 30, 1996.

CIC Asset Management Inc., a Florida corporation	CIC Group Inc., a Florida corporation
By: William A. Herrera, President	By: Luis A. Ortega, President
ATTEST:	ATTEST:
By: William A. Herrera, Secretary (Corporate Seal)	By: Luis A. Ortega, Secretary (Corporate Seal)

G:\CIC\ASSET MGR
Dec 30, 1996\3:30 pm

PREPARED BY:
M. CRISTINA MORENO, ESQ.
MURAI WALD BIONDO & MORENO, P.A.
25 S.E. 2ND AVE., #900, MIAMI, FL 33131
(305) 358-5900
FLORIDA BAR NO. 259721

FAX AUDIT NUMBER:
H96000018162

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by Luis A. Ortega, as President of CIC Group Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

~~NOTARY PUBLIC~~
print: Rodolfo Solares Jr.
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC352150
MY COMMISSION EXP.
MAR. 27,1998

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by William A. Herrera, as President of CIC Asset Management Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

~~NOTARY PUBLIC~~
print: Rodolfo Solares Jr.
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC352150
MY COMMISSION EXP.
MAR. 27,1998

D:\CIC\ARSOT.MAN
Dec 26, 1996\3:56 pm

FAX AUDIT NUMBER:
H96000018162

EXHIBIT "A"

PLAN OF MERGER

Plan of Merger dated December 30, 1996 between CIC Group Inc., a Florida corporation (hereinafter the "Surviving Corporation") and CIC Asset Management Inc., a Florida corporation (hereinafter the "Absorbed Corporation").

STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 888 Brickell Avenue, 5th Floor, Miami, Fl 33131.

B. The Surviving Corporation has a capitalization of One Thousand (1,000) authorized shares of One Dollar ($1.00) par value common stock, of which 1,000 shares are issued and outstanding. All such shares are held by Banlane Investments, Ltd.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 888 Brickell Avenue, 5th Floor, Miami, Fl 33131.

D. The Absorbed Corporation has a capitalization of 1,000 authorized shares of common stock par value $1.00 of which 1,000 shares are issued and outstanding.

E. All of the outstanding shares of the Surviving Corporation are held by Banlane Investments, Ltd. All outstanding shares of the Absorbed Corporation are held by the Surviving Corporation.

F. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation which shall be the surviving corporation. On and after the Effective Date, the Surviving Corporation shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act, and the separate existence of the Absorbed Corporation shall cease. The Surviving Corporation shall

succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

2. Effective Date. The merger shall be effective as of the 31st day of December, 1996. On or before that date, or as otherwise required by the Florida Business Corporation Act, Articles of Merger shall be filed with the Florida Secretary of State so as to reflect the merger.

3. Articles of Incorporation and Bylaws. On and after the Effective Date, the Articles of Incorporation and By-Laws of the Surviving Corporation shall be the same as the Articles of Incorporation and By-Laws of the Surviving Corporation immediately prior to the Effective Date.

4. Shares of stock of Absorbed Corporation. The total number of shares of stock which the Absorbed Corporation has authority to issue is one thousand (1,000) shares of common stock, par value $1.00. The total number of shares of the Absorbed Corporation's stock issued and outstanding on the date of this Plan is one thousand (1,000) shares of common stock, all of which are owned by the Surviving Corporation.

5. Shares of Stock of Surviving Corporation. The total number of shares of stock which the Surviving Corporation has authority to issue is One Thousand (1,000) shares of common stock, having a par value of One ($1.00) Dollar per share, of which one Thousand (1,000) shares are issued and outstanding on the date of this Plan and owned by Banlane Investments, Ltd., as stated above.

6. Cancellation of Shares. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Corporation shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. No additional shares of the common stock of the Surviving Corporation shall be issued.

7. Directors and Officers. The persons holding the offices of Director, President, Treasurer, Secretary and all other offices of the Surviving Corporation upon the Effective Date shall remain the Directors, the President, the Treasurer, the Secretary and the other officers of the Surviving Corporation, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the By-Laws of the Surviving Corporation.

8. Filings with Florida Secretary of State. The Absorbed Corporation and the Surviving Corporation shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement before or after the approval of same by the shareholders and Directors of the Absorbed Corporation and the Surviving Corporation.

9. Abandonment of Merger. Notwithstanding the approval of this Agreement by the shareholders and Directors of the Absorbed Corporation and by the Directors of the Surviving Corporation, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Corporation and the Surviving Corporation authorized by their respective Boards of Directors.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Absorbed Corporation and the Surviving Corporation on the 30th day of December, 1996.

CIC Asset Management Inc.,
a Florida corporation

ATTEST:

By: ______________________

William A. Herrera
Secretary

William A. Herrera, President

CIC Group Inc.,
a Florida corporation

ATTEST:

By: ______________________

Luis A. Ortega
Secretary

Luis A. Ortega, President

FAX AUDIT NUMBER:
H96000018162

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by Luis A. Ortega, as President of CIC Group Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

My commission expires:

State of Florida Rodolfo Solares Jr.

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC362158
MY COMMISSION EXP.
MAR. 27,1998

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December 1996, by William A. Herrera, as President of CIC Asset Management Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

print: Rodolfo Solares Jr
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
RODOLFO SOLARES JR
COMMISSION NUMBER
CC362158
MY COMMISSION EXP.
MAR. 27,1998

FAX AUDIT NUMBER:
H96000018162

EXHIBIT "B"

UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS AND SHAREHOLDER
OF CIC ASSET MANAGEMENT, INC.

The undersigned, being the sole shareholder and all of the directors of CIC Asset Management Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

> RESOLVED, that the Plan and Agreement of Merger between CIC Asset Management Inc., a Florida corporation ("CIC Asset") and CIC Group Inc., a Florida corporation, ("CIC Group"), pursuant to which CIC Asset shall be merged into CIC Group, is hereby adopted and approved and the officers of CIC Asset, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

These resolutions are adopted on this 30th day of December, 1996.

SOLE DIRECTOR:

William A. Herrera

SHAREHOLDER:

CIC GROUP, INC. (formerly Infiserv(?) Corp.)

By:
Luis A. Ortega, President

FAX AUDIT NUMBER:
H96000018162

FAX AUDIT NUMBER:
H96000018162

EXHIBIT "C"

UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS OF CIC GROUP INC.

The undersigned, being all of the directors of CIC Group Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

> RESOLVED, that the Plan and Agreement of Merger between CIC Asset Management Inc., a Florida corporation ("CIC Asset") and CIC Group Inc., a Florida corporation ("CIC Group") pursuant to which CIC Asset shall be merged into CIC Group is hereby adopted and approved and the officers of CIC Group, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

These resolutions are adopted on this 10th day of December, 1996.

SOLE DIRECTOR:

____
L. Ortega