

S76120

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

V.I.P. SAINT TROPEZ, INC., a Florida corporation, document number V50547

INTO

THOMAS M. KANN MANAGEMENT, INC., a Florida corporation, S76120.

File date: September 26, 1997

Corporate Specialist: Karen Gibson

S76120

RÜCKEL, TRENKNER & COLLEGEN

A LIMITED LIABILITY COMPANY

MÜNCHEN • FRANKFURT • BERLIN • LEIPZIG • DRESDEN • DÜSSELDORF • ATLANTA
ATTORNEYS AT LAW

Lenox Plaza Building
Suite 650 • 3384 Peachtree Road, N.E.
Atlanta, Georgia 30328
Telephone (404) 266-1008
Telefax (404) 266-0205
CompuServe: 75553,124

September 3, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/05/97--01034--001
*****70.00 *****70.00

Re: Merger of V.I.P. Saint Tropez, Inc. (control no.: V50547)
into Thomas M. Kann Management, Inc. (control no.: S76120)

FILED
97 SEP 26 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sirs:

Regarding the above referenced merger please find enclosed the completed Articles of Merger and a check in the amount of US\$ 70. We attach a copy of the Articles of Merger and kindly ask you to return a confirmation of the corporate change.

Thank you very much for your attention and efforts. Please do not hesitate to contact us if you have any questions; our phone number is (404) 266-1008.

Sincerely yours,



Carsten Alting
Rechtsanwalt

Encl.

*plan
signature=corp.
Merges
[Signature]
9/25*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

9/15/97
COPY

September 12, 1997

CARSTEN ALTING
RUCKEL TRENKNER & COLLEGEN
3384 PEACHTREE RD. NE, SUITE 650
ATLANTA, GA 30326

SUBJECT: THOMAS M. KANN MANAGEMENT, INC.
Ref. Number: S76120

We have received your document for THOMAS M. KANN MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

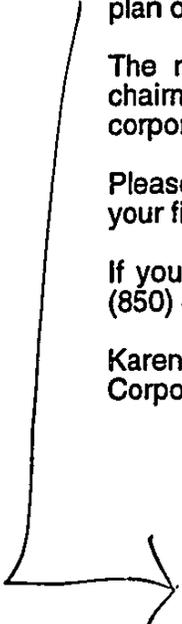
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 697A00045311

9/22/97



Please find enclosed the Articles of Merger + the Plan of Merger along with copies which we kindly ask you to return. Thank you very much.
Carst Alting

ARTICLES OF MERGER

of

V.I.P. SAINT TROPEZ, INC., a Florida Corporation (control no.: V50547)

into

THOMAS M. KANN MANAGEMENT, INC., a Florida Corporation (control no.: S76120)

- (1) These Articles of Merger ("Articles") evidence the merger of

**V.I.P. SAINT TROPEZ, INC.,
a Florida Corporation ("Merging Company")**

into

**THOMAS M. KANN MANAGEMNT, INC.,
a Florida Corporation ("Surviving Company")
which will be the Surviving Company.**

- (2) There shall be no amendment to the Articles of Incorporation of the Surviving Company.
- (3) The effective date of this merger shall be the date these Articles are filed with the Secretary of State of the State of Florida.
- (4) The executed Agreement and Plan of Merger is on file at the principal place of business of Surviving Company which is 5700 Collins Avenue, # 8 H, Miami Beach, Florida 33140.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(5) A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any shareholder of any entity that is a party to the merger.

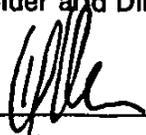
(6) The Agreement and Plan of Merger has been duly authorized and approved by the board of directors and shareholders of the Merging Company and Surviving Company as of August 22, 1997.

This Certificate is dated August 22, 1997.



(Seal)
Thomas M. Kann

Shareholder and Director . President



(Seal)
Thomas M. Kann

Shareholder and Director

AGREEMENT AND PLAN OF MERGER

of

V.I.P. SAINT TROPEZ, INC., a Florida Corporation

and

THOMAS M. KANN MANAGEMENT, INC., a Florida Corporation

This Agreement and Plan of Merger made and entered into this 22 day of August, 1997 ("Agreement") by and between V.I.P. SAINT TROPEZ, INC., a Florida Corporation ("Merging Company"), and THOMAS M. KANN MANAGEMENT, INC., a Florida Corporation ("Surviving Company"), said companies jointly being hereinafter sometimes referred to as the "Companies":

WITNESSETH:

WHEREAS, the Surviving Company is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the Merging Company is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the board of directors and shareholders of each of said Companies deem it advisable and for the benefit of each of said Companies and their respective shareholders that the Merging Company merge into the Surviving Company;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the conditions hereinafter set forth, that the Merging Company be merged into the Surviving Company, the legal existence of which shall be continued under the name of the Surviving Company pursuant to the provisions of the Florida Business Corporations Act, and thereafter the individual

existence of the Merging Company shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

1.

The acts and things required to be done by the Florida Business Corporations Act (the "Code") in order to make this Agreement effective, including the submission of this Agreement to the shareholders of the Merging Company and the filing of the Articles of Merger or Certificate of Merger in the manner provided for in the Code, shall be attended to and done by the proper officers of the Companies as soon as practicable.

2.

The effective date ("Effective Date") of this Agreement shall be the date of filing of the Articles of Merger and Agreement and Plan of Merger in Florida.

3.

Until altered, amended or repealed as therein provided, the Articles of Incorporation and Bylaws of V.I.P. SAINT TROPEZ, INC., on the Effective Date, shall be replaced by the Articles of Incorporation and Bylaws of the Surviving Company.

4.

Upon the merger contemplated herein becoming effective, the shareholders of the Surviving Company shall be as follows:

- Thomas M. Kann.

5.

(a) All the shareholdership interests in the Merging Company are owned by Thomas M. Kann.

(b) Upon the Effective Date of the merger, all paid in capital of the Merging Company shall become the paid in capital of the Surviving Company.

(c) All shares of the Merging Company shall be canceled on the Effective Date and will not be converted into shares in the Surviving Company.

6.

If at any time the Surviving Company shall consider or be advised that any further affidavits, assignments or assurances in law or any things are necessary or desirable to vest in said limited liability company, according to the terms hereof, the title to any property or rights of the Merging Company, the shareholders of the Merging Company shall and will execute and make all such proper affidavits, assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Company, to clarify title matters of record, and otherwise to carry out the purposes of this Agreement, including the execution of documents by the Surviving Company as the successor to the Merging Company.

7.

The Companies hereby represent and warrant to each other as follows:

(a) The Merging Company and the Surviving Company are corporations duly organized, validly existing and in good standing under the laws, respectively, of the State of Florida, and each has full legal power to carry on its business as it is now being conducted and to own and operate the properties and assets now owned or operated by it.

(b) All of the outstanding shares of each of the Companies are validly issued and fully paid.

(c) There is no suit, action or litigation, administrative arbitration or other proceedings pending or, to the knowledge of the management of the Companies, threatened which might materially and adversely affect their overall financial condition, business or property. The Merging Company has complied with, and is not in default in any material respect under, any and all laws, ordinances, requirements, regulations and orders applicable to its business.

(d) The execution of this Agreement has been duly authorized by the board of directors and shareholders of the Companies, and no further corporate actions are necessary for the execution hereof.

8.

Notwithstanding the authorization of the merger by the shareholders of the Companies, the merger herein provided for may be abandoned at any time prior to the filing of the Articles of Merger by the Secretary of State of the State of Florida in the event that the shareholders of the Surviving Company deem such abandonment to be in the best interests of the Surviving Company.

IN WITNESS WHEREOF, Merging Company and Surviving Company, have each caused this Agreement to be executed on their respective behalves and their respective seals affixed and the foregoing attested, all by their respective duly authorized officers, on the date first above written.

"SURVIVING COMPANY"

THOMAS M. KANN MANAGEMENT, INC.,

a Florida Corporation

By:  (Seal)

Thomas M. Kann

Shareholder and Director

"MERGING COMPANY"

V.I.P. SAINT TROPEZ, INC.,

a Florida Corporation

By:  (Seal)

Thomas M. Kann

Shareholder and Director