

S79793

THE HOGAN LAW FIRM

20 SOUTH BROAD STREET
POST OFFICE BOX 485
BROOKSVILLE, FLORIDA 34605

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merger

VS JAN 25 1999

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

GAVISH-HALL REALTY, INC., a Florida corporation, P95000039931

INTO

GAVISH REALTY, INC., a Florida corporation, S79793.

File date: January 22, 1999

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 14, 1999

THE HOGAN LAW FIRM
POST OFFICE BOX 485
BROOKSVILLE, FL 34605

SUBJECT: GAVISH REALTY, INC.
Ref. Number: S79793

RECEIVED
JAN 22 1999
DIVISION OF CORPORATIONS

We have received your document for GAVISH REALTY, 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 name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 399A00001904




ARTICLES OF MERGER


THESE ARTICLES OF MERGER by and between GAVISH REALTY, INC., a corporation organized under the laws of the State of Florida, ("GAVISH"), with its principal office located at 880 N. Broad Street, Brooksville, Hernando County, Florida, hereinafter sometimes called the surviving corporation, and GAVISH-HALL REALTY, INC., a corporation organized under the laws of the State of Florida, ("GAVISH HALL"), with its principal office located at 31130 Cortez Blvd., Brooksville, Hernando County, Florida, hereinafter sometimes called the absorbed corporation this 31 day of December, 1998.

1. The Plan of Merger is attached hereto and incorporated herein by reference.
2. The effective date of the merger shall be the date of the filing of these Articles, whichever is later.
3. All shareholders and directors of GAVISH have unanimously approved the Plan of Merger.
4. All shareholders and directors of GAVISH-HALL unanimously approved the Plan of Merger.
5. The Plan of Merger was adopted by the Board of Directors and Shareholders of the constituent corporations on December 15, 1998.
6. These Articles are being executed and filed with the Department of State as required by F.S. 607.1105 and F.S. 607.0120.


Attest:


By: Jacob Gavish
Its: Secretary

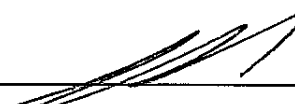
GAVISH REALTY, INC.


By: Jacob Gavish
Its: President

Attest:


By: Jacob Gavish
Its: Secretary

GAVISH-HALL REALTY, INC.


By: Jacob Gavish
Its: President

PLAN OF MERGER

THIS AGREEMENT made this 31 day of December, 1998, between GAVISH REALTY, INC. ("GAVISH") a corporation organized and existing under the laws of the State of Florida and GAVISH-HALL REALTY, INC. ("GAVISH-HALL"), a corporation organized and existing under the laws of the State of Florida.

1. The Entities

A. GAVISH-HALL shall be the absorbed corporation, and all references in this plan of merger to absorbed corporation or "target" shall be to GAVISH-HALL.

B. GAVISH shall be the surviving corporation which owns all of the issued and outstanding stock of the above-named subsidiary corporation. All references to "surviving corporation" or "acquirer" shall refer to GAVISH.

2. Management

A. The Articles of Incorporation of GAVISH shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

B. The Bylaws of GAVISH shall continue to be its Bylaws following the effective date of the merger, until the same shall be altered or amended.

C. The officers and directors of GAVISH in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the surviving corporation for the term elected until their respective successors shall be elected or appointed and qualified.

3. Rights and Privileges

A. On the effective date of the merger, GAVISH shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the subsidiary corporation. All of the property, real, personal and mixed and all debts due on whatever account and all other choses in action and all and every other interest of or belonging to or due to the subsidiary corporation shall be deemed to be transferred to and vested in GAVISH without further act or deed, and the title to any property or any interest therein, vested in the subsidiary corporation shall not revert or be in any way impaired by reason of the merger.

B. On the effective date of the merger, GAVISH shall be deemed responsible and liable for all the liabilities and obligations of the subsidiary corporation; and any claims existing by or against the subsidiary corporation may be prosecuted to judgment as if the merger had no taken place or GAVISH may be substituted in place of the subsidiary corporation. The rights of the creditors shall not be impaired by this merger. GAVISH shall execute and deliver any and all documents which may reasonably be required for it to assume or otherwise comply with the outstanding

obligations of the subsidiary corporation.

4. Conversion of Shares

A. On the effective date of the merger, each share of the common stock of the absorbed corporation issued and outstanding shall be converted into one share of the common stock of GAVISH, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. No fractional shares of the surviving corporation shall be issued.

5. GAVISH shall pay all the expenses of accomplishing this merger.

6. If at any time GAVISH shall consider that any further assignment or assurances in law are necessary or desirable to vest or to perfect title of record to any property of the absorbed corporation or to otherwise carry out the provision hereof, the proper officers and directors of the absorbed corporation as of the effective date of the merger shall execute and deliver any and all such assignments and assurances and do all things necessary or proper to vest, perfect or confirm title to such property or rights in GAVISH and to otherwise carry out the provisions hereof.

7. The effective date of the merger shall be the date of filing the Articles of Merger.

IN WITNESS WHEREOF, the directors of GAVISH and the directors of GAVISH HALL have executed this plan of merger under their respective corporate seal on the day and year first above written.

Attest:



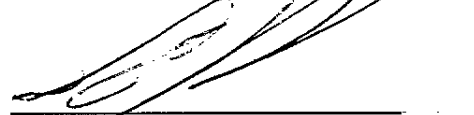
By: Jacob Gavish
Its: Secretary

GAVISH REALTY, INC.




By: Jacob Gavish
Its: President

Attest:



By: Jacob Gavish
Its: Secretary

GAVISH-HALL REALTY, INC.



By: Jacob Gavish
Its: President