



S94630

ACCOUNT NO. : 072100000032

REFERENCE : 508958 4336650

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 26, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 508958-005

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq
Baker & McKenzie
Suite 1600
701 Brickell Avenue
Miami, FL 33131

merger

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-08/26/97--01052--006
****122.50 ****122.50

ARTICLES OF MERGER

THE KENBRIDGE HOLDING CORP.

INTO

THE KENBRIDGE CORP.

FILED
97 AUG 26 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CONTACT PERSON: TONYA C. HOLLIDAY

EXAMINER'S INITIALS:

RECEIVED
97 AUG 26 AM 11:25
DIVISION OF CORPORATE

S94630

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE KENBRIDGE HOLDING CORP., a Florida corporation P94000013424

INTO

THE KENBRIDGE CORP., a Florida corporation, S94630

File date: August 26, 1997

Corporate Specialist: Annette Hogan

BAKER & M^oKENZIE

ATTORNEYS AT LAW

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ROBERT F. HUDSON, JR.
(305) 789-8906

August 25, 1997

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

Re: Articles of Merger

Dear Sir/Madame:

Enclosed please find original plus one copy of the Articles of Merger of The Kenbridge Holding Corp. into The Kenbridge Corp., plus a check in the amount of \$122.50 to cover for the filing and certification fee. We kindly request that once the Articles of Merger have been filed with your office a certified copy be returned to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,



Robert F. Hudson, Jr.

Enclosure
MIAMI129690U1

**ARTICLES OF MERGER
OF
THE KENBRIDGE HOLDING CORP.
INTO
THE KENBRIDGE CORP.**

97 AUG 26 PM 2:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under the Provisions of
Section 607.1105, Florida Statutes

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

1. The names of the corporations which are parties to the merger are The Kenbridge Holding Corp. and The Kenbridge Corp., each a Florida corporation (the "Corporations"). The Kenbridge Holding Corp. is the merging corporation in the merger (the "Merging Corporation"). The Kenbridge Corp. is the surviving corporation in the merger (the "Surviving Corporation").
2. The merger shall become effective upon the filing of these Articles of Merger with the State of Florida, Department of State.
3. The Plan of Merger was duly adopted and approved by the Boards of Directors and Stockholders of the Corporations by a Joint Written Consent to Action of the Boards of Directors and Sole Shareholder of the Corporations in lieu of a Special Joint Meeting, dated August 18, 1997, in the manner and by the vote required by the laws of the State of Florida.
4. Each share of issued and outstanding common stock of the Merging Corporation shall be canceled in exchange for the issued and outstanding shares of the Surviving Corporation,

but no cash or other property shall be paid or delivered in exchange therefor or upon surrender thereof.

IN WITNESS WHEREOF, The Kenbridge Holding Corp. and The Kenbridge Corp. have caused these Articles of Merger to be executed by their President and Secretary this 25th day of August, 1997.

THE KENBRIDGE HOLDING CORP.

By: Edward Farah
Edward Farah, President

By: Peter Pespa
Peter Pespa, Secretary

THE KENBRIDGE CORP.

By: Edward Farah
Edward Farah, President

By: Peter Pespa
Peter Pespa, Secretary

MIAMN129352

**PLAN OF MERGER
OF
THE KENBRIDGE HOLDING CORP.
INTO
THE KENBRIDGE CORP.**

(1) The names of the corporations which are parties to the merger are The Kenbridge Holding Corp., a Florida corporation (the "Merging Corporation") and The Kenbridge Corp., a Florida corporation (the "Surviving Corporation"), and the Merging Corporation presently is the sole owner of all outstanding stock in the Surviving Corporation.

(2) On the Effective Date of the merger (as determined in accordance with paragraph 6 below), the Merging Corporation shall be merged into the Surviving Corporation, governed by the laws of the State of Florida.

(3) The outstanding shares of the Surviving Corporation (presently owned by the Merging Corporation) shall be distributed by the Merging Corporation in exchange for the shares of the Merging Corporation, but no change shall be made by reason of such merger in the Articles of Incorporation or By-Laws of the Surviving Corporation.

(4) On the Effective Date, the outstanding shares of the Merging Corporation shall be canceled in exchange for the issued and outstanding shares of the Surviving Corporation, but no cash or other property shall be paid or delivered in exchange therefor or upon surrender thereof.

(5) On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Merging Corporation and the Surviving Corporation shall become a single corporation, which shall have the purposes and shall possess all the rights, privileges, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities and duties of the Merging Corporation and the Surviving Corporation; shall be vested with all

assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of the Merging Corporation and the Surviving Corporation; and shall be liable for all the obligations and liabilities of the Merging Corporation and the Surviving Corporation; all with the effect set forth in the Florida Business Corporation Act (the "Act").

(6) The merger shall become effective on the day on which Articles of Merger under Section 607.1105 of the Act shall have been filed with the State of Florida, Department of State.

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