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July 29, 1998

FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
8-1-98

200002604132--5
-07/31/98-01062-001
*****70.00 *****70.00

Re: JCS II Development Group, Inc.
Southern Investments of North America, Inc.:
Articles of Merger

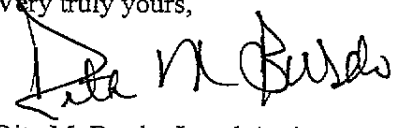
Dear Sir or Madam:

In connection with the merger of Southern Investments of North America, Inc., a Florida corporation, with and into JCS II Development Group, Inc., a West Virginia corporation, enclosed please find the following:

1. Original and one copy of Articles of Merger of Southern Investments of North America, Inc., a Florida corporation, with and into JCS II Development Group, Inc., a West Virginia corporation, with Plan and Agreement of Merger attached as Exhibit A;
2. Filing fee in the amount of \$70 (\$35 fee for each entity involved); and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the Articles.

Your prompt attention to the filing of these Articles is greatly appreciated. If you have any questions or comments, please contact the undersigned immediately.

Very truly yours,


Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

Seven Kings-Southern Investments-JCS.FL SOS.ltr.wpd

FILED
98 JUL 31 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8
Merge
10/26
4-3

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHERN INVESTMENTS OF NORTH AMERICA, INC., a Florida corporation,
document number S99449

INTO

JCS II DEVELOPMENT GROUP, INC., a West Virginia corporation not qualified
in Florida.

File date: July 31, 1998, effective August 1, 1998

Corporate Specialist: Karen Gibson

EFFECTIVE DATE

8-1-98

ARTICLES OF MERGER

OF

SOUTHERN INVESTMENTS OF NORTH AMERICA, INC.
(a Florida corporation)

INTO

JCS II DEVELOPMENT GROUP, INC.
(a West Virginia corporation)

FILED
98 JUL 31 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations, SOUTHERN INVESTMENTS OF NORTH AMERICA, INC., being validly and legally formed under the laws of the State of Florida, and JCS II DEVELOPMENT GROUP, INC., being validly and legally formed under the laws of the State of West Virginia, adopt the following Articles of Merger for the purpose of merging SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. into JCS II DEVELOPMENT GROUP, INC.

ARTICLE I

The Plan and Agreement of Merger setting forth the terms and conditions of the merger of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. with and into JCS II DEVELOPMENT GROUP, INC., as the surviving corporation, is attached to these Articles as Exhibit A and incorporated herein by reference.

ARTICLE II

The effective date of the merger shall be August 1, 1998.

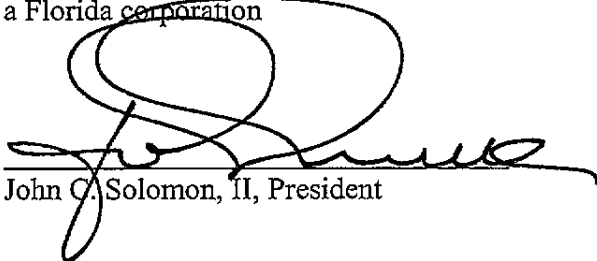
ARTICLE III

SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. adopted the Plan and Agreement of Merger on July 1, 1998 by the unanimous vote of its shareholders.

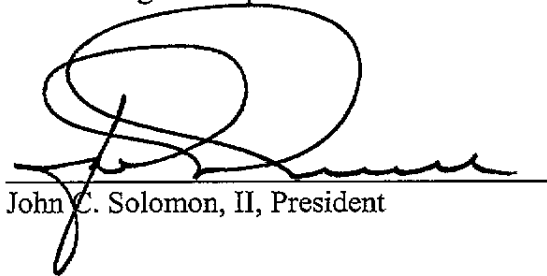
ARTICLE IV

JCS II DEVELOPMENT GROUP, INC. adopted the Plan and Agreement of Merger on July 1, 1998 by the unanimous vote of its shareholders.

SOUTHERN INVESTMENTS OF
NORTH AMERICA, INC.,
a Florida corporation


John C. Solomon, II, President

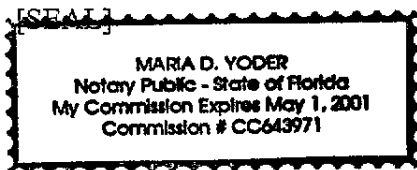
JCS DEVELOPMENT GROUP, INC.,
a West Virginia corporation


John C. Solomon, II, President

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared JOHN C. SOLOMON, II, as President of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. and JCS II DEVELOPMENT GROUP, INC., personally known to me or who has produced _____ as identification, the person described in, and, who having taken an oath, executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 30th day of July, 1998.




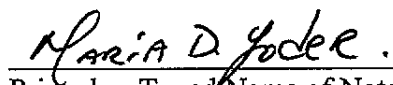

Notary Public
State of Florida, at Large

Printed or Typed Name of Notary

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER

OF

**SOUTHERN INVESTMENTS OF NORTH AMERICA, INC.
(a Florida corporation)**

AND

**JCS II DEVELOPMENT GROUP, INC.
(a West Virginia corporation)**

I. a) The names of each constituent corporation to the merger are SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. and JCS II DEVELOPMENT GROUP, INC.

b) The name of the surviving corporation is JCS II DEVELOPMENT GROUP, INC., and following the merger, its name shall be JCS II DEVELOPMENT GROUP, INC.

II. a) SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. has outstanding 2,122 common shares without par value, all of which are voting.

b) JCS II DEVELOPMENT GROUP, INC. has 20 outstanding common shares without par value, all of which are voting.

c) The number of shares aforementioned is not subject to change prior to the effective date of the merger.

III. The terms and conditions of the merger are as follows:

a) Until altered, amended or repealed, as therein provided, the Bylaws of JCS II DEVELOPMENT GROUP, INC., a constituent corporation, as in effect at the time the merger shall become effective, shall be the Bylaws of the surviving corporation.

b) The first annual meeting of the shareholders of the surviving corporation held after the effective date of the merger shall be the next annual meeting provided by the Bylaws of JCS II DEVELOPMENT GROUP, INC., the constituent corporation.

c) All persons who, at the date when the merger shall become effective, shall be the executive or administrative officers of JCS II DEVELOPMENT GROUP, INC., a constituent corporation, shall be and remain in the respective offices of the surviving corporation until the board of directors of the surviving corporation shall elect their respective successors.

d) The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the merger.

e) Upon the merger becoming effective on August 1, 1998, the separate existence of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. shall cease and said corporation shall

be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers, and franchises and all property, real, personal and mixed, and all debts due to each said corporations on whatever account, or belonging to each of such corporation, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. shall thenceforth attach to the said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities duties had been incurred or contracted by it.

f) If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property or rights of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC., the proper officers and directors of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. at the effective date of the merger shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

g) The manner and basis of converting shares of the constituent corporations into shares of the surviving corporation shall be as follows:

i) Each share of the common capital stock of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. outstanding on the effective date of the merger and all rights with respect thereto shall fall, forthwith upon such effective date, be converted into and become exchanged for .00314 shares of the common stock of the surviving corporation, and each holder of the common stock of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. shall thereafter be entitled, upon surrendering to the surviving corporation the certificate(s) representing such shares, to receive in exchange therefor a certificate representing the shares of fully paid and nonassessable common shares of the surviving corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

ii) Each share of the common capital stock of JCS II DEVELOPMENT GROUP, INC. outstanding on the effective date of the merger shall remain issued and outstanding following the effective date of the merger.

h) The constituent corporations intend that the merger constitute a tax-free reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code.

DATED: July 1, 1998.

**JOINT RESOLUTION
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
SOUTHERN INVESTMENTS OF NORTH AMERICA, INC.
AND
JCS II DEVELOPMENT GROUP, INC.
ADOPTING A PLAN AND AGREEMENT OF MERGER**

RESOLVED, that in the judgment of the Board of Directors and the Shareholders of SOUTHERN INVESTMENTS OF NORTH AMERICA, INC. ("SINA") and JCS II DEVELOPMENT GROUP, INC. ("JCS"), it is advisable for the benefit of SINA and JCS that the form, terms and provisions of the attached Plan and Agreement of Merger ("Merger Agreement") between SINA and JCS providing for the merger ("Merger") of SINA with and into JCS, as the surviving corporation, are adopted and approved.


FURTHER RESOLVED, that the Presidents of SINA and JCS are hereby authorized, empowered and directed to effectuate the Merger Agreement and shall have full authority to execute such documents and perform all such necessary and appropriate acts as may be required to effectuate the Merger.

DATED: July 1, 1998.

SHAREHOLDERS AND DIRECTORS
OF SINA

SEVEN KINGS HOLDINGS, INC.,
Shareholder

By: 
John C. Solomon, II, President



John C. Solomon, II, Director


Raymond E. Graziotto, Director

SHAREHOLDERS AND DIRECTORS
OF JCS

SEVEN KINGS HOLDINGS, INC.,
Shareholder

By: 
John C. Solomon, II, President


John C. Solomon, II, Director


Raymond E. Graziotto, Director and Shareholder