

V08166

LAW OFFICES
IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

September 24, 1999

AIRBORNE EXPRESS # 6536430854

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

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Re: Ultra-USA Enterprises Corp. and
Compostela Hotel, Inc.

Dear Sir/Madam:

We are transmitting herewith the following with respect to the
above-referenced for filing:

1. Application for Reinstatement for Ultra-USA
Enterprises Corp.
2. Application for Reinstatement for Compostela Hotel
Inc.
3. Original and a copy of the Articles of Merger.

FILED
99 SEP 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We request that you forward to this office the certificates of
status for each corporation, along with a certified copy of the
Articles of Merger.

Enclosed please find a check in the amount of \$3,017.50 to
cover the following fees:

Filing Fee for Reinstatement	\$3,000.00
Certificate of Status	\$ 17.50

Additionally, we have enclosed a check in the amount of \$78.75
to cover the following fees:

Filing fee for	
Articles of Merger	\$ 70.00
Certified Copy	\$ 8.75

Merger

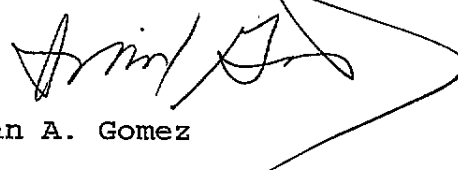
T. LEWIS SEP 29 1999

Corporate Records Bureau
September 24, 1999
Page 2

In order to expedite the delivery of the documents to us, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Ivan A. Gomez', followed by a long, sweeping horizontal line that extends to the right.

Ivan A. Gomez

IAG/lc
Ultravil\Filing.L

Encls.

cc: Mr. Joseph B. Ryan, III, Esq.

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPOSTELA HOTEL, INC., a Florida corporation, P93000012081.

INTO

ULTRAVILLE, INC., a Florida entity, V08166

File date: September 27, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

99 SEP 27 PM 2:11
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.1101 of the Florida General Corporation Act, ULTRAVILLE, INC., a Florida Corporation ("ULTRAVILLE"), and COMPOSTELA HOTEL, INC., a Florida Corporation ("COMPOSTELA"), adopt the following Articles of Merger for the purpose of merging COMPOSTELA into ULTRAVILLE, the latter of which is to survive the merger:

ARTICLE I

The Plan and Agreement of Merger ("Plan"), providing for the merger of COMPOSTELA with and into ULTRAVILLE, with the latter being the surviving corporation, was adopted and approved by Written Consent of the Sole Director and Sole Shareholder of COMPOSTELA on Sept 22, 1999, and was adopted and approved by Written Consent of the Sole Director and the Sole Shareholder of ULTRAVILLE on Sept. 22 1999.

ARTICLE II

2.1 Terms and Conditions of Merger. On the effective date of the merger of COMPOSTELA into ULTRAVILLE, the separate existence of COMPOSTELA shall cease and its stock shall be cancelled and ULTRAVILLE shall succeed to all of the properties, rights and other assets and shall be subject to all the liabilities of COMPOSTELA, without further action by either of the corporations.

2.2 Conversion of Stock. On the effective date of the merger, each share of the \$100 par value common stock of COMPOSTELA issued and outstanding on such date, shall be converted cancelled and no common stock of ULTRAVILLE shall be issued. Each share of the capital stock of COMPOSTELA held in its treasury shall be cancelled. After the effective date of merger, each holder of shares of common stock of COMPOSTELA shall surrender them to ULTRAVILLE in such manner as ULTRAVILLE requires.

ARTICLE III

Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of ULTRAVILLE shall continue to be its Articles of Incorporation and Bylaws following the effective date of the merger.

T. C. Pendergast

ARTICLE IV

On the effective date of the merger, ULTRAVILLE shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each to the merging corporations. All property, real, personal, and mixed, all debts due on whatever account, including subscriptions to shares, all other choses in action and all and every other interest of or belonging to or due to each of the corporations so merged shall be taken and deemed to be transferred to and vested in ULTRAVILLE, without further act of deed; and the title to any real estate, or any interest therein, vested in any such corporations shall not revert or be in any way impaired by reason of such merger.

ARTICLE V

5.1 Effective Date. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

5.2 Abandonment. This plan may be abandoned before the effective date of the merger by the majority vote of the entire Board of Directors of ULTRAVILLE and COMPOSTELA.

IN WITNESS THEREOF, the parties hereto have caused these Articles of Merger to be executed by their duly authorized officers on this 22 day of September, 1999.

ULTRAVILLE, INC.,
a Florida Corporation

Attest: F. C. Rocha Jr.
FRANCISCO CLODOMIR ROCHA
GIRAO, Secretary

By: F. C. Rocha Jr.
FRANCISCO CLODOMIR ROCHA
GIRAO, President

(CORPORATE SEAL)

COMPOSTELA HOTEL, INC.
a Florida Corporation

Attest: F. C. Rocha Jr.
FRANCISCO CLODOMIR ROCHA
GIRAO, Secretary

By: F. C. Rocha Jr.
FRANCISCO CLODOMIR ROCHA
GIRAO, President

(CORPORATE SEAL)