

H 75052

**Florida Department of State
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From: **SANDEA YORK**
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Please arrange to have the attached Articles of Merger filed with the Florida Department of State, Division of Corporations today, July 14, 1999.

MERGER OR SHARE EXCHANGE

THE BOX WORLDWIDE, INC.

Certificate of Status	0
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE BOX WORLDWIDE-USA, INC., a Delaware corporation not qualified in the
State of Florida

INTO

THE BOX WORLDWIDE, INC., a Florida corporation, H75052.

File date: July 14, 1999

Corporate Specialist: Darlene Connell

[Florida]

ARTICLES OF MERGER

These ARTICLES OF MERGER, dated as of July 14, 1999, provide for the merger of The Box Worldwide-USA, Inc., a Delaware corporation ("Box USA"), with and into The Box Worldwide, Inc., a Florida corporation ("Parent"), which shall be the surviving corporation.

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ARTICLE I - PLAN OF MERGER

A copy of the Plan of Merger pursuant to which Box USA will be merged with and into Parent is attached hereto as Appendix A and incorporated herein by this reference.

ARTICLE II - EFFECTIVE DATE

The merger of Box USA with and into Parent shall be effective as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE III - ADOPTION OF PLAN OF MERGER

The Plan of Merger was adopted by the Board of Directors of Box USA by unanimous written consent dated as of July 14, 1999 pursuant to Section 141 of the Delaware General Corporation Law. The merger of Box USA with and into Parent is permitted by the laws of Delaware and is in compliance with said laws.

The Plan of Merger was adopted by the Board of Directors of Parent by unanimous written consent dated as of July 14, 1999 pursuant to Section 607.0821 of the Florida Business Corporation Act.

Document Prepared By Brian L. Heller, Esquire
Florida Bar No. 57703
Steel Hector & Davis LLP
200 South Biscayne Boulevard
Suite 4000
Miami, FL 33131
(305) 577-4726 Attention: Sandra York, CLA

FROM SH&D LLP

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Shareholder approval was not required in connection with the merger.

The Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of Box USA and Parent by their duly authorized officers as of the date first above written.

THE BOX WORLDWIDE-USA, INC.

By: 

Name: Alan McGlade

Title: President

THE BOX WORLDWIDE, INC.

By: 

Name: Luann Hoffman

Title: Secretary

APPENDIX A

PLAN OF MERGER

PLAN OF MERGER adopted by **THE BOX WORLDWIDE-USA, INC.**, a Delaware corporation ("**Box-USA**"), and **THE BOX WORLDWIDE, INC.**, a Florida corporation ("**Parent**").

1. Parent, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Box-USA, which is a business corporation of the State of Delaware, hereby merges Box-USA into Parent pursuant to the provisions of the laws of the State of Delaware and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Box USA shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of Box USA shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.