

631516

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

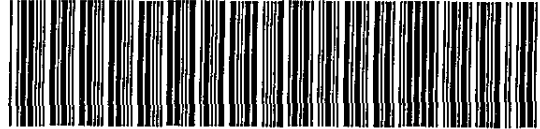
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400009639144

EFFECTIVE DATE  
12-31-02

12/24/02--01065--002 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 DEC 24 PM 4:48

*Merger*  
*1/21/03*  
*DC*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SILVESTRI BUILDERS SPECIALTIES, INC., a Florida corporation, 300710

INTO

**SILVESTRI CORPORATION**, a Florida entity, 631516

File date: December 24, 2002, effective December 31, 2002

Corporate Specialist: Darlene Connell

**SILVESTRI CORPORATION  
449 NE 24TH STREET  
MIAMI, FLORIDA 33137-3124**

December 20, 2002

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Subject: Articles of Merger of Silvestri Builders Specialties Inc  
with and into Silvestri Corporation

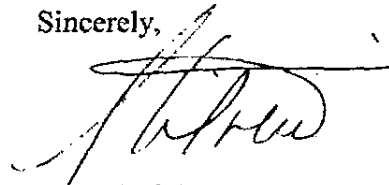
The enclosed merger documents are submitted for filing. An additional copy has been included for certification. We have enclosed a check in the amount of \$78.75 for the fees associated with this filing and our request for a certified copy.

Please return the certified copy and any correspondence concerning this matter to:

Elliot Lowenstein C.P.A.  
Lowenstein & Co., P.A.  
2100 Salzedo Street, Suite 303  
Coral Gables, Florida 33134

For further information regarding this matter; please contact Elliot Lowenstein, C.P.A. at (305-444-9877).

Sincerely,



Carmela Silvestri  
Secretary/Treasurer

Enclosures

Lowenstein & Company, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS

January 14, 2003

Amendment Section  
Division of Corporations  
ATTN: Darlene Cornell  
P.O. Box 6327  
Tallahassee, Florida 32314

Subject: Articles of Merger of Silvestri Builders Specialties, Inc.  
with and into Silvestri Corporation

Dear Darlene:

As we discussed, I am returning the merger documents for the above corporations with the modifications we discussed. We would like the effective date to be December 31, 2002, which was the original date requested.

We have previously enclosed a check in the amount of \$78.75 for the fees associated with this filing and our request for a certified copy.

Please return the certified copy and any correspondence concerning this matter to:

Elliot Lowenstein C.P.A.  
Lowenstein & Co., P.A.  
2100 Salzedo Street, Suite 303  
Coral Gables, Florida 33134

For further information regarding this matter, please contact Elliot Lowenstein, C.P.A. at (305-444-9877).

Sincerely,



Kit R. Becker CPA

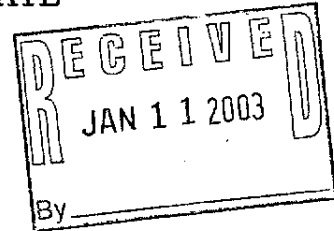
Enclosures



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 9, 2003

ELLIOT LOWENSTEIN C.P.A.  
LOWENSTEIN & CO., P.A.  
2100 SALZEDO STREET, SUITE 303  
CORAL GABLES, FL 33134



SUBJECT: SILVESTRI BUILDERS SPECIALTIES, INC.  
Ref. Number: 300710

We have received your document for SILVESTRI BUILDERS SPECIALTIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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) 245-6906.

Darlene Connell  
Document Specialist

Letter Number: 003A00001183

ARTICLES OF MERGER

EFFECTIVE DATE  
1/23/02

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

- First:** The surviving corporation will be Silvestri Corporation, a Florida corporation, and Document Number 631516.
- Second:** The merging corporation will be Silvestri Building<sup>ers</sup> Specialties, Inc., a Florida corporation, and Document Number 300710.
- Third:** The Plan of Merger is attached.
- Fourth:** The merger will become effective on December 31, 2002.
- Fifth:** The Plan of Merger was adopted by shareholders of the surviving corporation on December 20, 2002.
- Sixth:** The Plan of Merger was adopted by shareholders of the merging corporation on December 20, 2002.

SILVESTRI CORPORATION.

By: [Signature]  
Carmela Silvestri, Secretary

SILVESTRI BUILDERS SPECIALTIES, INC.

By: [Signature]  
Carmela Silvestri, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 DEC 24 PM 4:48

AGREEMENT AND PLAN OF MERGER OF  
SILVESTRI BUILDERS SPECIALTIES, INC.

WITH AND INTO SILVESTRI CORPORATION.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December 15, 2002, by and between SILVESTRI BUILDERS SPECIALTIES, INC. ("SBSI"), a corporation organized and existing under the laws of the State of Florida (SBSI being hereinafter sometimes referred to as the "Merging Corporation") and SILVESTRI CORPORATION. ("SC"), a corporation organized and existing under the laws of the State of Florida (SC being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that SBSI be merged with and into SC, with SC being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 SBSI shall be merged with and into SC in accordance with the laws of the State of Florida. The separate corporate existence of SBSI shall thereby cease, and SC shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be "SILVESTRI CORPORATION."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on

whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

## ARTICLE II

### TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 11:30 p.m., on December 31, 2002, pursuant to Section 607.1101 of the Florida Business Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.



## ARTICLE III

### CHARTER AND BYLAWS;

### DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of SC, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of SC, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and officers of SC immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

## ARTICLE IV

### CONVERSION OF SHARES

4.1 The Surviving Corporation presently has issued and outstanding five hundred (500) shares of \$1 par value Class A common stock ("SC Class A Common"), which are the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporation presently has issued and outstanding five hundred (500) shares of \$1 par value Class A common stock ("SBSI Class A Common").

4.3 After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of SBSI Class A Common may, but shall not be required to, surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, one-tenth (0.5) share of SC Class A Common for every one (1) share of SBSI Class A Common previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate, which prior to the Effective Time represented SBSI Class A Common, shall be deemed and treated for all corporate

purposes to represent the ownership of one-tenth (0.5) share of SC Class A Common. No other cash, shares, securities or obligations will be distributed or issued upon conversion of SBSI Class A Common.

ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such *action necessary, desirable and in the best interests of the respective Constituent Corporation*. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, officers or shareholders in respect of this Agreement and Plan.

5.2 The Shareholders of SBSI and SC dissenting to the Agreement and Plan shall be entitled, pursuant to Sections 607.1302 and 607.1320 of the Florida Business Corporation Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

SILVESTRI CORPORATION.

By: \_\_\_\_\_

*[Signature]*  
PRESIDENT

ATTEST: \_\_\_\_\_

*[Signature]* *[Signature]*

December 20, 2002 Secretary

SILVESTRI BUILDERS SPECIALTIES, INC.

By: [Signature], PRESIDENT

ATTEST: [Signature]

December 20, 2002 Secretary