

679386

MIRKIN & WOOLF, P.A.

Attorneys at Law

SouthTrust Center - Suite 580  
1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401  
phone 561-687-4460  
fax 561-687-3447  
e-mail: bizlaw@mirkinwoolf.com

January 28, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600003116626-1  
-01/31/00--01123--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Merger

Dear Sirs:

Enclosed for filing with respect to the merger of RGB Hearthrog Inc. with and into W.W. Windle Company please find Articles of Merger in original and duplicate along with a check payable to the Florida Department of State in the amount of \$78.75 to cover the filing fee therefor (\$35 per constituent corporation) and fee for a certified copy thereof.

Please send a certified copy of the Articles of Merger to me at the above address.

If you have any questions concerning the filing, please call me at the telephone number set forth above.

Thank you.

Very truly yours,

MIRKIN & WOOLF, P.A.

  
Mark H. Mirkin  
MHM/deb

cc: Winstone W. Windle

FILED  
00 JAN 31 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RGB HEARTHROG INC., a FL corp., P00000002282

INTO

**W.W. WINDLE COMPANY, a Florida entity, 679386**

File date: January 31, 2000

Corporate Specialist: Susan Payne

FILED

00 JAN 31 AM 10:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
between  
RGB HEARTHROG INC.  
a Florida corporation  
and  
W.W. WINDLE COMPANY  
a Florida corporation

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), RGB HEARTHROG INC., a Florida corporation ("RGB"), and W.W. WINDLE COMPANY, a Florida corporation ("WWW"), adopt the following Articles of Merger for the purpose of merging RGB into WWW. At the Effective Time (hereinafter defined), (i) RGB will merge (the "Merger") into WWW; and (ii) the shares of the common stock of RGB will be converted into shares of the common stock of WWW, all upon the terms and conditions set forth herein.

1. The laws of the State of Florida, the state under which the parties hereto are organized, permit the Merger.
2. WWW shall survive the Merger and continue to be governed by the laws of the State of Florida,
3. The Agreement and Plan of Merger between RGB and WWW dated as of January 4, 2000 and adopted by the respective Boards of Directors includes the following provisions:
  - A. RGB and WWW shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida, with RGB merging into WWW, which shall survive the Merger. The Merger shall be effective on the date of the filing of these Articles of Merger (the "Effective Time").
  - B. WWW shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public or private nature of both of the merging corporations. All property, real or personal, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of, or belonging to, or due to both of the merging corporations, shall be taken and deemed to be vested in WWW without further act or deed; and the title to all real estate, or any interest therein, vested in either of the merging corporations shall not revert or be in any way impaired by reason of the Merger.
  - C. WWW shall thenceforth be responsible and liable for all of the liabilities and obligations of both of the

merging corporations. Any claim existing or action or proceeding pending by or against either of the merging corporations may be prosecuted to judgment as if the Merger had not taken place, or WWW may be substituted in place of RGB, and neither the rights of creditors nor any liens upon the property of either of the merging corporations shall be impaired by the Merger.

- D. The Articles of Incorporation of WWW as existing and constituted immediately prior to the Effective Time shall be and constitute the Articles of Incorporation of WWW upon consummation of the Merger.
- E. The Bylaws of WWW as existing and constituted immediately prior to the Effective Time shall be and constitute the Bylaws of WWW upon consummation of the Merger.
- F. The director of WWW shall be the director of WWW upon consummation of the Merger. The officer of WWW shall be the officer of WWW upon consummation of the Merger.
- G. All shares of common stock of WWW outstanding other than shares owned by RGB, shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into the right to receive twenty dollars (\$20.00) per share in cash.
- H. All shares of common stock of RGB outstanding shall, by virtue of the Merger and without any action on the part of the holders thereof, be exchanged for a like number and class of shares of common stock of WWW.

4. As to both of the merging corporations, the designation and number of outstanding shares of each class entitled to vote as a class on the Agreement and Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Voting Group Designation</u>	<u>Shares Outstanding</u>	<u>Number of Votes Entitled to be Cast</u>
WWW	Class A non-voting common stock	29,969	29,969
WWW	voting common stock	6,198	6,198
RGB	voting common stock	6,198	6,198
RGB	Class A non-voting common stock	28,994	28,994

5. As to both of the merging corporations, the total number of shares voted for and against the Agreement and Plan of Merger,

respectively, and as to each class entitled to vote thereon are as follows:

<u>Name of Corporation</u>	<u>Voting Group Designation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
WWW	Class A non-voting common stock	28,994	-0-
WWW	voting common stock	6,198	-0-
RGB	voting common stock	6,198	-0-
RGB	Class A non-voting common stock	28,994	-0-

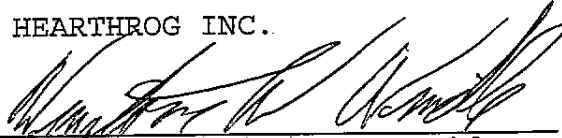
6. Said Agreement and Plan of Merger was adopted by the shareholders of WWW as of January 4, 2000. Said Agreement and Plan of Merger was adopted by the shareholders of RGB as of January 5, 2000.

7. WWW hereby authorizes service of process on it by registered or certified mail, return receipt requested, in connection with any proceeding to enforce any obligations or rights of dissenting shareholders of WWW or in connection with any proceeding based on a cause of action arising with respect to WWW or RGB. Any such service of process mailed under this Section 7 shall be mailed to 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, Attention: Mark H. Mirkin, Esq.


8. WWW will promptly pay to the dissenting shareholders of WWW the amount, if any, to which they are entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

Dated: January 4, 2000

RGB HEARTHROG INC.

By:   
Winstone W. Windle, President

W.W. WINDLE COMPANY

By:   
Winstone W. Windle, President