



# L01000007422

ACCOUNT NO. : 072100000032

REFERENCE : 159210 4301893

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 90.00

ORDER DATE : May 22, 2001

ORDER TIME : 2:11 PM

ORDER NO. : 159210-005

CUSTOMER NO: 4301893

800004288628-15

CUSTOMER: Susan Fields, Legal Asst  
Thelen Reid & Priest LLP  
40 West 57th Street  
30th Floor  
New York, NY 10019

ARTICLES OF MERGER

TRUSA REALTY INC.

INTO

TRUSA REALTY LLC

01 MAY 22 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*DB*  
*52501*  
RECEIVED  
01 MAY 22 PM 3:17  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TRUSA REALTY, INC., A FLORIDA ENTITY, H54742

INTO

TRUSA REALTY LLC, a Florida entity, L01000007422

File date: May 22, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 22, 2001

CSC  
DEBORAH SCHRODER

SUBJECT: TRUSA REALTY LLC  
Ref. Number: L01000007422

We have received your document for TRUSA REALTY LLC and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

The plan of merger must be attached/included.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 001A00031437

APPROVED  
AND  
FILED  
01 MAY 22 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER OF  
TRUSA Realty, Inc.

with and into

TRUSA Realty LLC

Pursuant to the provisions of Sections 607.0120 and 607.1109 of the Florida Business Corporation Act, the undersigned corporation and limited liability company hereby execute these Articles of Merger for the purpose of merging a Florida corporation with and into a Florida limited liability company.

1. The plan of merger is as follows:

154742  
a. TRUSA Realty, Inc., a Florida corporation, will merge with and into TRUSA Realty LLC, a Florida limited liability company, with TRUSA Realty LLC to be the surviving company. The Articles of Organization and Limited Liability Company Operating Agreement of TRUSA Realty LLC shall continue in full force and effect after the merger.

b. TRUSA Realty, Inc. has issued and outstanding 100 shares of Common Stock, \$1.00 par value per share, all of which are owned by Tarmac America, Inc., a Delaware corporation. TRUSA Realty LLC has a sole member, Tarmac America, Inc., which owns 100% of TRUSA Realty LLC. Upon the merger, all of the Common Stock of TRUSA Realty, Inc. shall be surrendered and extinguished, and Tarmac America, Inc. shall continue to be the sole member of TRUSA Realty LLC.

2. The plan of merger was approved by TRUSA Realty, Inc. in accordance with the applicable provisions of chapter 607. The plan of merger was approved by the sole director and sole stockholder of TRUSA Realty, Inc. as of May 15, 2001.

3. The plan of merger was approved by TRUSA Realty LLC in accordance with the applicable provisions of chapter 608. The plan of merger was approved by the sole member of TRUSA Realty LLC as of May 15, 2001.

4. TRUSA Realty LLC is managed by its sole Manager, Albert W. Townsend, whose address is 455 Fairway Dr., Deerfield Beach FL 33441.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 22 AM 8:29

FILED

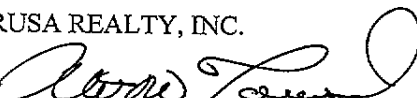
APPROVED  
AND

5. The effective date of the merger shall be the date on which the Articles of Merger are filed by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of May 15, 2001.

TRUSA REALTY, INC.

By



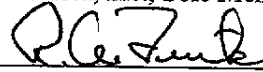
Name Albert W. Townsend

Title President

TRUSA REALTY LLC

By: Tarmac America, Inc., Sole Member

By



Name Russell A. Fink

Title Vice President

01 MAY 22 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
FILED