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MERGER OR SHARE EXCHANGE

RBN INVESTMENTS, INC.

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ARTICLES OF MERGER

OF

RBN INVESTMENTS, INC.,
a New Jersey corporation,

WITH AND INTO

RBN INVESTMENTS, INC.,
a Florida corporation

Pursuant to Section 607.1107 of the Florida Business Corporation Act (the "**Act**"), the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. The name of the surviving corporation shall be RBN INVESTMENTS, INC., a Florida corporation (the "**Surviving Corporation**").

2. The name of the merging entity is RBN INVESTMENTS, INC., a New Jersey corporation (the "**Merging Corporation**"), which shall merge with and into the Surviving Corporation.

3. Attached hereto as *Exhibit A* and made a part hereof is the Agreement and Plan of Merger (the "**Plan**").

4. The Plan was approved and adopted by the sole shareholder and sole director of the Merging Corporation in accordance with the applicable laws of its jurisdiction of organization without a meeting by unanimous written consent, dated as of the date of these Articles.

5. In accordance with Section 607.0704 of the Act, the Plan was approved without a meeting by unanimous written consent of the sole shareholder and the sole director of the Surviving Corporation, dated as of the date of these Articles.

6. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merging Corporation and has been authorized in compliance with said laws.

* * *

Date: April 15, 2005

RBN INVESTMENTS, INC.,
a New Jersey corporation

By: [signature]
Richard B. Neff, President

[Signatures continue on following page]

[Signatures continued from previous page]

RBN INVESTMENTS, INC.,
a Florida corporation

By: ______________________
Richard B. Neff, President

Exhibit A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

of

RBN INVESTMENTS, INC.,
a New Jersey corporation

with and into

RBN INVESTMENTS, INC.,
a Florida Corporation

This is an Agreement and Plan of Merger, dated as of April 14, 2005 (this "**Plan**"), made in order to merge **RBN INVESTMENTS, INC.**, a New Jersey corporation (the "**Merging Corporation**"), with and into **RBN INVESTMENTS, INC.**, a Florida corporation (the "**Surviving Corporation**"), pursuant to the New Jersey Business Corporation Act (the "**New Jersey Act**") and the Florida Business Corporation Act (the "**Florida Act**").

1. **Agreement to Merge.** Subject to the terms and conditions of this Plan, as of the Effective Date (as defined below), the Merging Corporation will be, and hereby is, merged into the Surviving Corporation, with the Surviving Corporation as the surviving corporation, continuing its existence under Florida law.

2. **Terms and Conditions of Merger**.

2.1. **Name.** The name of the Surviving Corporation will continue to be **RBN INVESTMENTS, INC.**, a Florida corporation.

2.2. **Effective Date.** The merger will become effective immediately upon the filing of Articles of Merger with the Florida Department of State and a Certificate of Merger with the Office of the Department of Treasury of New Jersey (the "**Effective Date**").

2.3. **Effect of Merger.** Except as here and otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation will continue unaffected and unimpaired by the merger, and the identity, existence, purposes, powers, franchises, rights and immunities of the Merging Corporation will be merged with and into the Surviving Corporation, and the Surviving Corporation will be fully vested therewith.

2.4. <u>Capitalization of the Surviving Corporation</u>. The total authorized capital stock of the Surviving Corporation shall be 1,000 shares of common stock, without par value.

2.5. <u>Manner of Converting Stock of Merging Corporation into the Stock of Surviving Corporation</u>.

2.5.1. On the Effective Date, each of the holders of Common Stock of the Merging Corporation shall exchange each of their respective shares of such stock issued and outstanding immediately prior to the Effective Date for one (1) share of Common Stock of the Surviving Corporation.

2.5.2. All of the shares of the Common Stock of the Merging Corporation, by virtue of the merger, and without any action on the part of the Merging Corporation shareholders, shall on the Effective Date no longer be outstanding, shall be deemed cancelled and retired and shall cease to exist. The Merging Corporation shareholders holding certificates representing such shares shall cease to have any rights with respect to those shares.

2.5.3. All of the shares of the Merging Corporation held in the treasury, if any, prior to the Effective Date shall be cancelled and extinguished.

2.5.4. All of the shares of the Surviving Corporation issued and outstanding after the Effective Date shall be and remain fully paid and non-assessable, and shall be fully issued as the stock of the Surviving Corporation.

2.6. <u>Certificate of Incorporation</u>. The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date will remain in effect and be the Articles of Incorporation of the Surviving Corporation until the same will be altered or amended in accordance with the provisions of the Florida Act.

2.7. <u>By-Laws</u>. The bylaws of the Surviving Corporation as in effect on the Effective Date will remain in effect and be the bylaws of the Surviving Corporation until the same will be altered or amended in accordance with the provisions of the Florida Act.

2.8. <u>Directors</u>. The directors of the Surviving Corporation immediately prior to the Effective Date will remain and be the directors of the Surviving Corporation until the next annual meeting of shareholders of the Surviving Corporation and until their successors are elected or appointed, in accordance with the bylaws of the Surviving Corporation.

2.9. <u>Officers</u>. The officers of the Surviving Corporation immediately prior to the Effective Date will remain and be the officers of the Surviving Corporation, and will hold office until their successors will have been elected or appointed in accordance with the bylaws of the Surviving Corporation.

2.10. Transfer of Rights, Etc. Upon the Effective Date, all rights, privileges, powers, franchises and interests of the Merging Corporation, both of a public and private nature, all of the property, real, personal and mixed, all debts due on whatever account to the Merging Corporation, all things in action, or belonging to the Merging Corporation, and all and every other interest of the Merging Corporation will be taken and deemed to be transferred to and will vest in the Surviving Corporation, without further act or deed, as effectually as they were vested in the Merging Corporation; and all claims, demands, property and every other interest will be as effectually the property of the Surviving Corporation as they were of the Merging Corporation; the title to any real estate vested in the Merging Corporation by deed or otherwise will not revert or be in any way impaired by reason of the merger and will automatically vest in the Surviving Corporation without the requirement for any further act or deed; all rights of creditors and all mortgages, security interests and liens upon the property of the Merging Corporation will be preserved unimpaired, and all debts, liabilities, restrictions and duties of the Merging Corporation will attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if they had been incurred or contracted by the Surviving Corporation.

3. Termination. This Plan may be terminated or amended at any time prior to the Effective Date upon the agreement of the Merging Corporation and the Surviving Corporation notwithstanding that the merger contemplated by this Plan has been approved by the shareholders and directors of the Merging Corporation and the Surviving Corporation.

4. Further Assurances. If at any time the Surviving Corporation will consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, the merger provided for by this Plan, the Surviving Corporation is hereby appointed the due and lawful attorney of the Merging Corporation in its name to execute and deliver all deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to the property or rights in the Surviving Corporation as a result of such merger and otherwise to carry out the purposes of this Plan, and the Surviving Corporation is fully authorized in the name of the Merging Corporation to take any and all such actions.

5. Execution In Counterparts. This Plan may be executed in counterparts and will be binding upon each party executing any counterpart.

* * *

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed as of the date written above.

RBN INVESTMENTS, INC.,
a New Jersey corporation

By: [signature]
Name: Richard B. Neff
Title: President

RBN INVESTMENTS, INC.,
a Florida corporation

By: [signature]
Name: Richard B. Neff
Title: President