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FILED
01 MAR - 1 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 061197 4302990

AUTHORIZATION : —

COST LIMIT : \$70,000 *Peterson*

ORDER DATE : February 28, 2001

ORDER TIME : 11:14 AM

ORDER NO. : 061197-025

CUSTOMER NO: 4302990

3000003791543--3

CUSTOMER: Ms. Vicky Phelps
Latham & Watkins
Suite 4000
633 West Fifth Street
Los Angeles, CA 90071

ARTICLES OF MERGER

LAKE CLARKE TERRACE CO., INC

INTO

CRI RESOURCES, INC

G. COULLETTE MAR 01 2001

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS

NOTARIAL DIVISION OF CORPORATION

01 MAR - 1 PM 12:55

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKE CLARKE TERRACE CO., INC., a Florida corporation, 338699

INTO

CRI RESOURCES, INC., a Delaware corporation not qualified in Florida.

File date: March 1, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

Name _____ Jurisdiction _____

CRI Resources, Inc. _____ Delaware _____

Second: The name and jurisdiction of each merging corporation:

Name _____ Jurisdiction _____

Lake Clarke Terrace Co., Inc. _____ Florida _____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
February 12, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
February 12, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

CRI Resources, Inc.

Jeffrey M. Bensch
Jeffrey M. Bensch

Jeffrey M. Kissel, President

Lake Clarke Terrace
Co., Inc.

J. Edgar Hoover

Jeffrey M. Kissel, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

CRI Resources, Inc.

Delaware

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Lake Clarke Terrace Co., Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The issued and outstanding shares of Lake Clarke Terrace Co., Inc. shall not be converted in any manner, but each said share which is issued and outstanding as of the effective date of the merger shall be surrendered and extinguished.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

CRI Resources, Inc. (the "Parent"), as the owner of all of the outstanding shares of Lake Clarke Terrace Co., Inc. (the "Florida Subsidiary"), hereby merges the Florida Subsidiary with and into the Parent and assumes all of the obligations of the Florida Subsidiary pursuant to Section 253 of the Delaware General Corporation Law (the "Delaware Law") and Section 607.1104 of the Florida 1989 Business Corporation Act (the "Florida Act"). The separate existence of the Florida Subsidiary shall cease upon the effective date of the merger pursuant to the provisions of the Florida Act and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware Law.