

Shatz,
Schwartz and
Fentin, P.C.

Counsellors at Law

F80654

October 1, 2002

FILED
02 OCT -4 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA EXPRESS MAIL

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

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Re: Cofam Development Corporation (Florida)
Merger with
Cofam Development Corporation (Massachusetts)

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of Articles of Merger and Agreement of Merger regarding the captioned corporations together with two checks in the total amount of \$70.00 in prepayment of the filing fee.

Please file the original and date stamp the copy and return the copy to me in the self-addressed, stamped envelope enclosed for your convenience.

Please contact me with any comments or questions you may have.

Very truly yours,

Kimberly A. Turcotte

Kimberly A. Turcotte
Legal Assistant

:kat
Enclosures

02\116\5FLSOS.8001

*Effective date
10-31-02*

*merger
Thurs 10/1/02*

ARTICLES OF MERGER
Merger Sheet

MERGING:

COFAM DEVELOPMENT CORPORATION, a Florida entity, F80654

INTO

COFAM DEVELOPMENT CORPORATION, a Massachusetts entity not
qualified in Florida.

File date: October 4, 2002, effective October 31, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

COFAM DEVELOPMENT CORPORATION

AND

COFAM DEVELOPMENT CORPORATION

To the Department of State
State of Florida

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02 OCT -4 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-31-02

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger merging Cofam Development Corporation (Florida) with and into Cofam Development Corporation (Massachusetts).

2. The shareholders entitled to vote on the aforesaid Plan of Merger of Cofam Development Corporation (Florida) approved and adopted the Plan of Merger at a meeting of said shareholders held on July 29, 2002.

3. The merger of Cofam Development Corporation (Florida) with and into Cofam Development Corporation (Massachusetts) is permitted by the laws of the jurisdiction of organization of Cofam Development Corporation (Massachusetts) and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Cofam Development Corporation (Massachusetts) was July 29, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be October 31, 2002.

Executed on this 21st day of July, 2002.

COFAM DEVELOPMENT CORPORATION (Florida)

By: 
Sharon B. Cohen, President

COFAM DEVELOPMENT CORPORATION (Massachusetts)

By: 
Sharon B. Cohen, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER made and entered into on the date hereinafter set forth by and between Cofam Development Corporation, a business corporation of the State of Florida (hereinafter referred to as "FLORIDA"), as approved by vote of its Board of Directors on said date, and Cofam Development Corporation, a business corporation of the Commonwealth of Massachusetts (hereinafter referred to as "MASSACHUSETTS"), as approved by vote of its Board of Directors on said date.

WHEREAS FLORIDA and MASSACHUSETTS and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge FLORIDA with and into MASSACHUSETTS pursuant to the provisions of the laws of the State of Florida, which is the jurisdiction of organization of FLORIDA, and pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon for submission to the stockholders of MASSACHUSETTS as required by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts and for the adoption thereof in accordance with the provisions of the laws of the jurisdiction of organization of FLORIDA.

1. FLORIDA and MASSACHUSETTS shall, pursuant to the provisions of the laws of the jurisdiction of organization of FLORIDA and the provisions of the Business Corporation Law of the Commonwealth of Massachusetts, be merged with and into a single corporation, to wit MASSACHUSETTS, which shall be the Surviving Corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts. The separate existence of FLORIDA, which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon said effective date of the merger in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The purposes of the Surviving Corporation shall be those contained in the Articles of Organization of said Surviving Corporation upon the effective date of the merger.

3. The total number of shares which the Surviving Corporation is presently authorized to issue is 20,000 shares.

4. The Articles of Organization of the Surviving Corporation shall be the Articles of Organization of said Surviving Corporation and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

5. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

6. The persons holding the offices of directors, of President, of Treasurer, and of Secretary, respectively, of the Surviving Corporation upon the effective date of the merger shall constitute the initial Board of Directors and the initial President, the initial Treasurer, and the initial Secretary of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation; and each person holding any other office of the Surviving Corporation upon said effective date shall continue to hold his office in like manner.

7. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be converted into one share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted in any manner or be entitled to the payment or delivery of any consideration in exchange therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

8. The effective date of the merger shall be the date of filing the Articles of Merger in the office of the State Secretary of the Commonwealth of Massachusetts.

9. The Agreement and Plan of Merger herein made, entered into, and approved shall be submitted for adoption on behalf of the Terminating Corporation in such manner as the laws of the jurisdiction of its organization may prescribe and shall be submitted to the stockholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

10. In the event that the Agreement of Merger shall have been adopted on behalf of the Terminating Corporation in accordance with the laws of the jurisdiction of its organization and shall have been adopted on behalf of the Surviving Corporation in the manner prescribed by the provisions of the

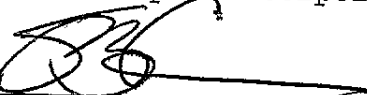
Business Corporation Law of the Commonwealth of Massachusetts, the Terminating Corporation and the Surviving Corporation do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts within said State and within the said Commonwealth and elsewhere to effectuate the merger.

11. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate the merger and to carry out or put into effect any of the provisions of the Agreement and Plan of Merger.

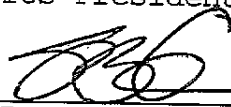
IN WITNESS WHEREOF, this Agreement of Merger is signed by and on behalf of the Terminating Corporation and of the Surviving Corporation on the date hereinafter set forth.

Dated: July 29, 2002

Cofam Development Corporation (Florida)

By: 

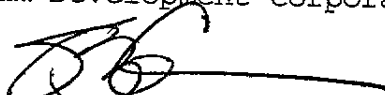
Its President


Its Treasurer

[corporate seal]

Dated: July 29, 2002

Cofam Development Corporation (Massachusetts)

By: 

Its President


Its Treasurer

[corporate seal]