

418802

CT CORPORATION

CORPORATION(S) NAME

CHB Acquisition Florida Corp.

Merging into: Homes of Merit, Inc.

FILED
2002 APR 10 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
02 APR 10 PM 1:29
DIVISION OF CORPORATION

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

4/10/02

Order#: 5263757

Ref#: _____

Amount: \$ _____

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*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

G. Coulliette APR 10 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

CHB ACQUISITION FLORIDA CORP., a Florida corporation, P02000037037

INTO

HOMES OF MERIT, INC., a Florida entity, 418802.

File date: April 10, 2002

Corporate Specialist: Cheryl Coulliette

**STATE OF FLORIDA
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, Florida Statutes.

First:

The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Homes of Merit, Inc.	Florida

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Second:

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
CHB Acquisition Florida Corp.	Florida

Third:

The Plan of Merger is attached.

Fourth:

The merger shall become effective on April 15, 2002.

Fifth:

The Plan of Merger was adopted and approved by the sole shareholder of the surviving corporation on April 9, 2002.

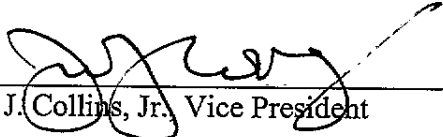
Sixth:

The Plan of Merger was adopted and approved by the sole shareholder of the merging corporation on April 9, 2002.

Seventh:

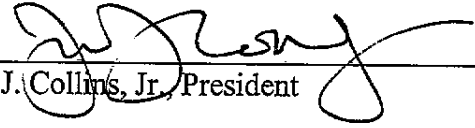
SIGNATURES FOR EACH CORPORATION

Homes of Merit, Inc.



John J. Collins, Jr., Vice President

CHB Acquisition Florida Corp.



John J. Collins, Jr., President

**PLAN OF MERGER
BETWEEN
HOMES OF MERIT, INC.
AND
CHB ACQUISITION FLORIDA CORP.
(Non Subsidiaries)**

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Homes of Merit, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CHB Acquisition Florida Corp.	Florida

Third: The terms and conditions of the merger are as follows:

This Plan of Merger (the "Plan"), dated April 9, 2002, is among **Homes of Merit, Inc.**, a Florida corporation ("Homes of Merit" or the "Surviving Corporation") and **CHB Acquisition Florida Corp.**, a Florida corporation ("CHB Acquisition") (collectively "Companies").

In accordance with this Plan, CHB Acquisition will merge with and into Homes of Merit, with Homes of Merit being the Surviving Corporation and succeeding to all properties and assets and assuming all liabilities and obligations of CHB Acquisition (the "Merger").

A. The separate existence of CHB Acquisition shall cease on the Effective Date (as defined below). The existence of Homes of Merit shall continue unaffected and unimpaired by the Merger with all of the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act.

B. The Merger shall become effective on the date specified in the Articles of Merger filed with the Florida Division of Corporations (the "Effective Date").

C. The Articles of Incorporation and Bylaws of Homes of Merit shall remain the Articles of Incorporation and Bylaws of the Surviving Corporation until further altered, amended, or repealed in accordance with their terms or as provided by law.

D. The directors and officers of Homes of Merit in office on the Effective Date shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected or appointed and qualified.

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

A. Each issued and outstanding share of the capital stock of CHB Acquisition shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation; and

B. Each share of capital stock of Homes of Merit issued and outstanding prior to the Effective Date shall be canceled as of the Effective Date and shall cease to exist without any action on the part of the holder.

Fifth: Other provisions relating to the merger are as follows:

From and after the Effective Date of the Merger, all the rights, privileges, powers and franchises and all property, contracts, money and assets of every kind and description of CHB Acquisition and Homes of Merit shall be vested in and be held and enjoyed by the Surviving Corporation, without further act or deed, and all the estates and interest of every kind of CHB Acquisition and Homes of Merit, including, but not limited to, all debts due to any of them on whatever account, shall be as effectively the property of the Surviving Corporation as they were of CHB Acquisition and Homes of Merit prior to the Merger, and the title to any real estate vested by deed or otherwise in CHB Acquisition and Homes of Merit shall not revert to any person or entity, or be in any way impaired by reason of the Merger, and all rights of creditors and all liens upon any property of CHB Acquisition and Homes of Merit prior to the Merger shall attach to the same property as property of the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

This Plan may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

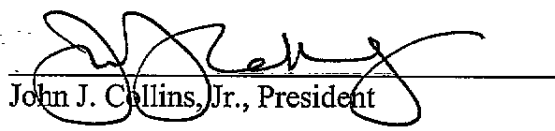
Homes of Merit and CHB Acquisition have caused this Plan to be entered into and signed by their authorized officers as of April 9, 2002.

Homes of Merit, Inc.

CHB Acquisition Florida Corp.



John J. Collins, Jr., Vice President



John J. Collins, Jr., President

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