

511980

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
NATIONAL BUILDING & DEVELOPMENT CORP.

Certificate of Status	0
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Page Count	04
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merger

08/10/01

Dr.

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

NATIONAL BUILDING ENTERPRISES CORP., a Florida corporation, F45994

NATIONAL BUILDING & LAND CORP., a Florida corporation, G12305

INTO

**NATIONAL BUILDING & DEVELOPMENT CORP.**, a Florida entity, 511980.

File date: August 9, 2001

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 1, 2001

NATIONAL BUILDING & DEVELOPMENT CORP.  
2155 W MAYA PALM DR  
BOCA RATON, FL 33432US

SUBJECT: NATIONAL BUILDING & DEVELOPMENT CORP.  
REF: 511980

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE CORPORATE NAMES MUST BE CORRECTED ON THE PLAN OF MERGER ALSO.

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: E01000086371  
Letter Number: 801A00044507



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 1, 2001

NATIONAL BUILDING & DEVELOPMENT CORP.  
2155 W MAYA PALM DR  
BOCA RATON, FL 33432US

SUBJECT: NATIONAL BUILDING & DEVELOPMENT CORP.  
REF: 511980

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

IN ADDITION TO THE ABOVE CORPORATE NAME, ONE OF THE MERGING CORPORATION'S NAME IS INCORRECT. IT SHOULD READ "NATIONAL BUILDING & LAND CORP."

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H01000086371  
Letter Number: 401A00044419

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG -9 PM 4:54

**ARTICLES OF MERGER  
OF  
NATIONAL BUILDING & LAND CORP.,  
a Florida corporation  
and  
NATIONAL BUILDING ENTERPRISES CORP.,  
a Florida corporation  
and  
NATIONAL BUILDING & DEVELOPMENT CORP.  
a Florida corporation**

Pursuant to the provisions of the Florida Business Corporation Act, governing the merger of Florida corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging corporations are **NATIONAL BUILDING & LAND CORP. AND NATIONAL BUILDING ENTERPRISES CORP.** (the "Disappearing Corporations"), both of which are corporations organized under the laws of the State of Florida, and the existence of which will cease, and **NATIONAL BUILDING & DEVELOPMENT CORP.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, and which shall be the surviving corporation.


2. The Agreement and Plan of Merger for merging the Disappearing Corporations with and into the Surviving Corporation is attached hereto as Exhibit "A".

3. The merger is effective as of the date of filing with the Florida Department of State.

4. The Agreement and Plan of Merger was approved and adopted by the Board of Directors and Shareholders of both of the Disappearing Corporations and the Surviving Corporation by written consents dated as of December 31, 2000.

5. The Surviving Corporation will continue to exist under the name "**NATIONAL BUILDING & DEVELOPMENT CORP.**" pursuant to the provisions of the laws of the State of Florida.

**NATIONAL BUILDING &  
LAND CORP.,**  
a Florida corporation

By:   
Saul A. Slossberg, President

**NATIONAL BUILDING &  
DEVELOPMENT CORP.,**  
a Florida corporation

By:   
Saul A. Slossberg, President

**NATIONAL BUILDING  
ENTERPRISES CORP.,**  
a Florida corporation

By:   
Saul A. Slossberg, President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER  
OF  
NATIONAL BUILDING & LAND CORP.,  
a Florida corporation  
and  
NATIONAL BUILDING ENTERPRISES CORP.,  
a Florida corporation  
and  
NATIONAL BUILDING & DEVELOPMENT CORP.  
a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER by and between NATIONAL BUILDING & LAND CORP. and NATIONAL BUILDING ENTERPRISES CORP. (the "Disappearing Corporations"), both of which are corporations organized under the laws of the State of Florida, and NATIONAL BUILDING & DEVELOPMENT CORP. (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporations.

WITNESSETH

WHEREAS, the Disappearing Corporations are corporations duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Disappearing Corporations and the Surviving Corporate have agreed that the Disappearing Corporations shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Disappearing Corporations and the Surviving Corporation, the constituent corporations to this Agreement and Plan, agree as follows:


1. The Disappearing Corporations shall be merged with and into the Surviving Corporation. The laws of the State of Florida permit such a merger.
2. Upon the approval and adoption of this Agreement and Plan, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporations and the Surviving Corporation, and shall be filed with the Florida Department of State.

3. The Surviving Corporation shall continue its existence under the name **"NATIONAL BUILDING & DEVELOPMENT CORP."** pursuant to the provisions of the Florida Business Corporations Act.
4. The separate existence of the Disappearing Corporations shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.
5. There is one individual who is the sole shareholder of each of the Disappearing Corporations and the Surviving Corporation. Therefore, the issued shares of the Disappearing Corporations shall not be converted or exchanged in any manner or any consideration paid therefore. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefore, but each said share of the Surviving Corporation which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.
6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. The Disappearing Corporations and the Surviving Corporation 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the Disappearing Corporations 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 carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger provided for herein.

This Agreement and Plan of Merger is effective as of the 31<sup>st</sup> day of December, 2000.

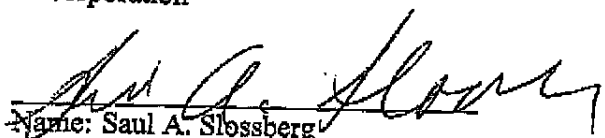
NATIONAL BUILDING & DEVELOPMENT CORP.,  
A Florida corporation

By:

  
Name: Saul A. Slossberg  
Title: President

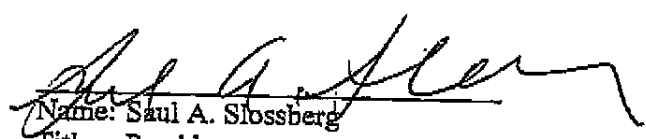
NATIONAL BUILDING & LAND CORP.,  
A Florida corporation

By:

  
Name: Saul A. Slossberg  
Title: President

NATIONAL BUILDING ENTERPRISES CORP.  
A Florida Corporation

By:

  
Name: Saul A. Slossberg  
Title: President