

521963

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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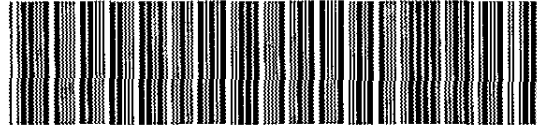
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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521963
Merger + NC
10P
*Cert Copy
3-19-03

ARTICLES OF MERGER
Merger Sheet

MERGING:

A-1 RESOURCES, INC., a Florida entity, #P97000003275

INTO

CREATIVE BUILDERS OF TAMPA BAY, INC. which changed its name to

A-1 RESOURCES, INC., a Florida entity, 521963

File date: March 19, 2003

Corporate Specialist: Carol Mustain

**Creative Builders of Tampa Bay, Inc.
8246 30th Avenue North
St. Petersburg, FL 33710
Telephone 727-548-0808
Facsimile 727-343-1919**

March 12, 2003

**Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

RE: Corporate Merger Between A-1 Resources, Inc., and Creative Builders of Tampa Bay, Inc.

Attn: Amendment Section

Enclosed you will find the paperwork necessary for the merger of A-1 Resources, Inc. into Creative Builders, Inc.

- 1. Articles of Merger (2-pages)**
- 2. Plan of Merger (2-pages)**
- 3. Special Corporate Action by A-1 Resources (1-page)**
- 4. Special Corporate Action by Creative Builders of Tampa Bay, Inc.**
- 5. A check for Seventy Eight Dollars and 75/100. (\$35.00 for each Corporation and \$8.75 for a certified copy).**

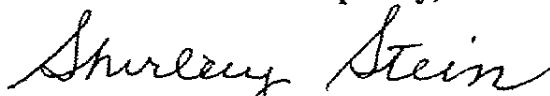
I was told that if I included a copy of the paperwork that it could be certified and returned to me for my records.

Please note; in the Plan of Merger there is a name change to become effective AFTER the merger is completed.

Should you have any questions or require any further information please contact our office.

Sincerely,

Creative Builders of Tampa Bay, Inc.



Shirley Stein, president

Encl

**ARTICLES OF MERGER
OF
CREATIVE BUILDERS OF TAMPA BAY, INC.
AND
A-1 RESOURCES, INC.**

FILED
03 MAR 19 AM 10:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.214 of the Florida General Corporation Act, as amended, the undersigned Florida Corporations adopt these Articles of Merger for the purpose of merging A-1 RESOURCES, INC. into CREATIVE BUILDERS OF TAMPA BAY, INC. THE NAME OF THE SURVIVING CORPORATION is CREATIVE BUILDERS OF TAMPA BAY, INC. FEIN # 59-1771848. Document # 521963.

1. The Plan of Merger attached as Exhibit A was adopted by all of the Directors and approved by all of the Shareholders of each of the undersigned Corporations in the manner prescribed by the Florida General Corporation Act.

2. As to each of the undersigned Corporations, the numbers of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Numbers of Shares Outstanding</u>
A-1 RESOURCES, INC.	100 Shares Common Stock (\$1.00 Par Value)
CREATIVE BUILDERS OF TAMPA BAY, INC.	100 Shares Common Stock (\$1.00 Par Value)

3. As to each of the undersigned Corporations, the numbers of shares voted for and against such Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Total Voted For</u>	<u>Total Voted Against</u>
A-1 RESOURCES, INC.	100 Shares	0 Shares
CREATIVE BUILDERS OF TAMPA BAY, INC.	100 Shares	0 Shares

4. The merger of the undersigned Corporations will become effective on the 17th day of March 2003.

5. The Shareholders and Directors of each Corporation adopted the Plan of Merger on March 12, 2003.

6. The Plan of Merger calls for the cancellation of all issued shares of A-1 RESOURCES, INC. in exchange for the continued ownership of the outstanding shares of CREATIVE BUILDERS OF TAMPA BAY, INC.

Dated this 12TH day of March 2003.

Attest:

James A. Dell, Secretary

A-1 RESOURCES, INC.

By

James A. Dell Its: President

Attest:

Shirley Stein, Secretary

CREATIVE BUILDERS OF TAMPA BAY, INC.

By

Shirley Stein, Its: President

CERTIFICATE

I, James A. Dell, do hereby certify that I am the duly elected and acting Secretary of A-1 RESOURCES, INC. and that the Articles of Merger set forth above were adopted by unanimous consent of the Shareholders and Directors of the Corporation on the 12th day of March, 2003, and such Articles of Merger have not been modified or rescinded.

Certified this 12th day of March 2003.

James A. Dell, secretary

CERTIFICATE

I, Shirley Stein, do hereby certify that I am the duly elected and acting Secretary of CREATIVE BUILDERS OF TAMPA BAY, INC. and that the Articles of Merger set forth above were adopted by unanimous consent of the Shareholders and Directors of the Corporation on the 12th day of March, 2003 and such Articles of Merger have not been modified or rescinded.

Certified this 12th day of March 2003.

Shirley Stein, secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 17 day of March 2003, before me personally appeared James A. Dell, to me personally known to be the Secretary of A-1 RESOURCES, INC., and who acknowledged that he executed the within document on behalf of the corporation.

My commission Expires: Notary Public

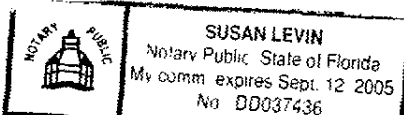
9/12/2005

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 17 day of March 2003, before me personally appeared Shirley Stein, to me personally known to be the Secretary of CREATIVE BUILDERS OF TAMPA BAY, INC., and who acknowledged that she executed the within document on behalf of the corporation.

My commission expires



**PLAN OF MERGER
BY AND BETWEEN
A-1 RESOURCES, INC.,
AND
CREATIVE BUILDERS OF TAMPA BAY, INC.**

FILED
03 MAR 19 AM 10:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER, dated as of March 12, 2003 by and between A-1 RESOURCES, INC., a Florida corporation bearing Document #P97000003275, and CREATIVE BUILDERS OF TAMPA BAY, INC., a Florida Corporation bearing Document #521963, said corporations being hereinafter collectively referred to as the "Constituent Corporations."

WHEREAS, the above-named corporations, and all shareholders and directors of such corporations have adopted this plan for organization; and

WHEREAS, on or promptly before the effective date (as herein defined) of the merger, the issued shares of the common stock of A-1 RESOURCES, INC., with a par value of \$1.00 per share, will remain outstanding and the shares of CREATIVE BUILDERS OF TAMPA BAY, INC. are to be converted as provided in Section 4.1(b) hereof;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of stating the terms and conditions of the merger, the mode of carrying the same into effect, the manner of converting shares and such other details and provisions as are deemed desirable, the parties hereto have agreed and do hereby agree, subject to the terms and conditions hereafter set forth, as follows:

ARTICLE I

In accordance with the provisions of the laws of the State of Florida, A-1 RESOURCES, INC., shall be merged with and into CREATIVE BUILDERS OF TAMPA BAY, INC., which shall be, and is herein sometimes referred to as, the "**SURVIVING CORPORATION.**"

ARTICLE II

The merger shall become effective on the 17th DAY OF MARCH 2003. The date and time when the merger becomes effective shall be the "effective Date: referred to in this Plan.

ARTICLE III

On the Effective Date:

3.1 The Articles of Incorporation and By-Laws of A-1 RESOURCES, INC., as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation and by-laws of CREATIVE BUILDERS OF TAMPA BAY, INC., as the Surviving Corporation, until they may thereafter be duly altered, amended or repealed.

3.2 The directors of A-1 RESOURCES, INC., shall remain the directors of the Surviving Corporation until their successors shall be duly elected and qualified.

ARTICLE IV

The manner of converting the shares of A-1 RESOURCES, INC'S common stock issued and outstanding on the Effective Date into shares of CREATIVE BUILDERS OF TAMPA BAY, INC., common stock shall be as follows:

4.1 On the Effective Date:

(a) Each share of common stock of A-1 RESOURCES, INC., outstanding on the Effective Date shall remain outstanding.

(b) Each share of the stock of CREATIVE BUILDERS OF TAMPA BAY, INC., shall by virtue of the merger, without any action on the part of the holder thereof, shall be extinguished in exchange for the continued ownership of A-1 RESOURCES, INC. stock.

(c) Each share of stock of A-1 RESOURCES, INC. issued or held in the treasury, by virtue of the merger, shall be cancelled and retired.

4.2 As of the effective Date each holder of a certificate theretofore evidencing outstanding shares of CREATIVE BUILDERS OF TAMPA BAY, INC. common stock shall surrender the same to the Surviving Corporation. Each holder of said stock who has surrendered his certificates pursuant to this Section 4.2 shall be entitled to retain their certificate or certificates representing the number of shares of CREATIVE DESIGN HOME BUILDERS, INC. common stock into which the shares of CREATIVE BUILDERS OF TAMPA BAY, INC. common stock therefore represented by the certificate or certificates so surrendered have been converted upon the merger.

4.3 NAME CHANGE: AS OF THE EFFECTIVE DATE THE NAME OF THE SURVIVING CORPORATION, CREATIVE BUILDERS OF TAMPA BAY, INC. WILL CHANGE ITS NAME TO A-1 RESOURCES, INC. FEIN 59-1771848. DOCUMENT NO. 521963.

IN WITNESS WHEREOF, A-1 RESOURCES, INC., and CREATIVE BUILDERS OF TAMPA BAY, INC., have caused this Plan to be signed in their corporate names by a duly authorized officer, attested by its Secretary, and their corporate seal to be affixed hereto, all as of the date first above written.

Attest:

A-1 RESOURCES, INC.

Secretary

By

Its: President

CREATIVE BUILDERS OF TAMPA BAY, INC.

Attest:

Secretary

By

Its: President

**SPECIAL CORPORATE ACTION BY THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
CREATIVE BUILDERS OF TAMPA BAY, INC.**

The undersigned, being all of the shareholders and members of the Board of Directors of CREATIVE BUILDERS OF TAMPA BAY, INC., a Florida corporation ("Corporation"), in accordance with Florida statutes, section 607.134, do hereby unanimously agree, consent to, adopt and order the following special corporate action:

1. Each of the undersigned hereby waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirements that notice of such meeting be given.

2. The special matter considered by the Board of Directors and Shareholders concern the adoption of the Agreement and Plan of Merger presented to said Directors and Shareholders. After much discussion, the following resolutions were adopted:

RESOLVED, that the Articles of Merger, Agreement and Plan of Merger presented at the meeting was and is hereby adopted and ratified, a copy of which is attached hereto; and

FURTHER RESOLVED, that the proper officers of the Corporation Are hereby empowered, authorized and directed to take all actions and execute all such documents as may be necessary or advisable to effectuate all transactions contemplated by the Agreement and Plan of Merger; and

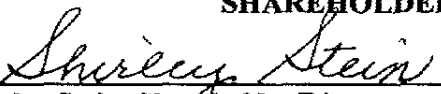
FURTHER RESOLVED, that the proper officers of the Corporation be, And they hereby are, authorized and directed in its name and on its behalf to do and perform all instruments, certificates, and documents that they shall determine to be necessary, appropriate or desirable to carry out the foregoing resolutions, or any of them, any such determination to be conclusively evidenced by the doing or performing of any such act or thing or the execution and delivery of any such instrument, certificate or document.

3. The actions of the Board of Directors and Shareholders from the last meeting of same are hereby ratified and confirmed as acts of the Corporation.

4. The actions contained herein were approved on the 12th day of MARCH, 2003, and shall be effective as of said date unless otherwise indicated.

IN WITNESS WHEREOF, the undersigned shareholders and Board of Directors have executed the foregoing corporate action for the purpose of giving their consent thereto.

SHAREHOLDERS AND DIRECTORS:


Shirley Stein, Shareholder/Director

**SPECIAL CORPORATE ACTION BY THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
A-1 RESOURCES, INC.**

The undersigned, being all of the shareholders and members of the Board of Directors of A-1 RESOURCES, INC., a Florida corporation ("Corporation"), in accordance with Florida statutes, section 607.134, do hereby unanimously agree, consent to, adopt and order the following special corporate action:

1. Each of the undersigned hereby waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirements that notice of such meeting be given.

2. The special matter considered by the Board of Directors and Shareholders concern the adoption of the Agreement and Plan of Merger presented to said Directors and Shareholders. After much discussion, the following resolutions were adopted:

RESOLVED, that the Articles of Merger and Agreement and Plan of Merger presented at the meeting was and is hereby adopted and ratified, a copy of which is attached hereto; and

FURTHER RESOLVED that the proper officers of the Corporation are Hereby empowered, authorized and directed to take all actions and execute all such documents As may be necessary or advisable to effectuate all transactions contemplated by the Agreement And Plan of Merger; and

FURTHER RESOLVED, that the proper officers of the Corporation be, And they hereby are, authorized and directed in its name and on its behalf to do and perform All instruments, certificates, and documents that they shall determine to be necessary, Appropriate or desirable to carry out the foregoing resolutions, or any of them, any such Determination to be conclusively evidenced by the doing or performing of any such act or thing Or the execution and Delivery of any such instrument certificate or document.

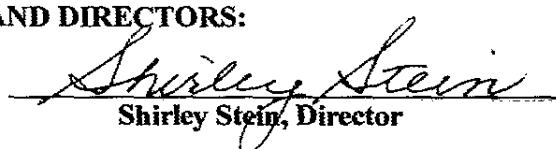
3. The actions of the Board of Directors and Shareholders from the last meeting of same are hereby ratified and confirmed as acts of the Corporation.

4. The actions contained herein were approved on the 12TH day of MARCH 2003 and shall be effective as of said date unless otherwise indicated.

IN WITNESS WHEREOF, the undersigned shareholders and Board of Directors have executed the foregoing corporate action for the purpose of giving their consent thereto.

SHAREHOLDERS AND DIRECTORS:


James A. Dell, Shareholder


Shirley Stein, Director