

527202

KUTAK ROCK LLP
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ATLANTA
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NEWPORT BEACH
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July 20, 2001

VIA FEDEX

Florida Secretary of State
Division of Corporations
Certification Section
409 East Gaines Street
Tallahassee, Florida 32399

200004492162--3
-07/23/01--01109--017
*****122.50 *****87.50

Re: United Trust Fund, Inc.

Dear Sir/Madam:

Enclosed for filing is a Certificate of merger, in duplicate, for the above-referenced corporation. Our firm's check for \$122.50 in payment of your fees is also enclosed.

Please return the certified evidence of filing to my attention at the above address via FedEX. A prepaid, self-addressed FedEX label is enclosed for your convenience. *not enclosed...*

If you have any questions or if anything further is needed to complete this filing, please feel free to call me at (402) 346-6000.

Thank you for your assistance.

Sincerely,

Mary Bronson

Mary K. Bronson
Paralegal

WLB/20

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

12

ARTICLES OF MERGER
Merger Sheet

MERGING:

UTFCIN L.L.C. a Delaware entity not qualified in Florida

INTO

UNITED TRUST FUND, INC., a Florida entity, 527202

File date: July 23, 2001

Corporate Specialist: Lee Rivers

527202

**ARTICLES OF MERGER
OF
UNITED TRUST FUND, INC. (FLORIDA CORPORATION)
AND
UTFCIN L.L.C. (DELAWARE LIMITED LIABILITY COMPANY)**

Pursuant to Section 607.1109 of the Florida Business Corporation Act, and for the purpose of effectuating the merger of a domestic corporation and a foreign limited liability company, the undersigned corporation states:

I.

The names of the constituent corporations are United Trust Fund, Inc., a Florida corporation ("United") and UTFCIN L.L.C., a Delaware limited liability company ("UTFCIN"). UTFCIN desires to merge with and into United and United shall be the surviving entity. The name of the surviving entity shall be United Trust Fund, Inc., a Florida corporation. As a result of the merger, the separate existence of UTFCIN shall terminate.

II.

The Corporation and the LLC have entered into an Agreement and Plan of Merger, dated June 12th, 2001 (the "Merger Agreement"), attached hereto as Exhibit A. The Merger Agreement was approved by United in accordance with Chapter 607 of the Florida Business Corporation Act, and by UTFCIN in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

III.

The effective date of the Merger shall be the date on which the Articles of Merger are filed with the Florida Secretary of State.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned, President of United Trust Fund, Inc., a Florida corporation, hereby certifies that the facts herein above stated are true and correct and that the execution hereof is my voluntary act and deed and the voluntary act and deed of said corporation, under penalties of perjury on this 12th day of June, 2001.

UNITED TRUST FUND, INC., a Florida Corporation

ATTEST:

By Lillian Berliner
Lillian Berliner
Secretary

By Sidney Domb
Sidney Domb
President

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TALLAHASSEE FLORIDA

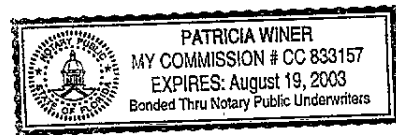
STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

On this 12th day of June, 2001, before me, a Notary Public in and for said county, personally came Sidney Domb and Lillian Berliner, President and Secretary, respectively, of United Trust Fund, Inc., a Florida corporation, who, being duly sworn each for himself, did depose and say that they are the above-described officers of said corporation and did acknowledge the execution of the foregoing instrument as their voluntary act and deed and the voluntary act and deed of said corporation.

WITNESS my notarial seal this 12th day of June, 2001.

Patricia Winer
Notary Public

My commission expires 8.19.2003



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 12th day of June, 2001 by and between **UNITED TRUST FUND, INC.**, a Florida corporation ("United"), and **UTFCIN L.L.C.**, a Delaware limited liability company ("UTFCIN").

WHEREAS, United is a corporation duly organized and existing under the laws of Florida, having been incorporated on May 7, 1977; and

WHEREAS, UTFCIN is a limited liability company duly organized and existing under the laws of Delaware, having been formed on June 19, 2000;

WHEREAS, pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1109 of the Florida Business Corporation Act, United and UTFCIN agree to merge upon the terms and conditions set forth herein, with United as the surviving entity; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, representations, warranties and undertakings of the parties set forth below, the parties agree as follows:

Section 1. The Merger. At the Effective Time (as defined below), the separate existence of UTFCIN shall cease and UTFCIN shall be merged with and into United, which shall continue its corporate existence and be the entity surviving the merger (the "Merger"). Consummation of the Merger shall be effected by the filing of the Certificate of Merger in the State of Delaware, in substantially the form attached hereto as Exhibit A and the filing of the Articles of Merger in the State of Florida, in substantially the form attached hereto as Exhibit B. The Merger shall become effective in accordance with the laws of the States of Florida and Delaware upon the respective filing thereof with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida (the "Effective Time").

Section 2. Governing Laws. The laws that shall govern United as the surviving entity are the laws of the State of Florida.

Section 3. Certificate of Incorporation and Bylaws.

(a) The Certificate of Incorporation of United at the Effective Time of the Merger shall become and continue to be the Certificate of Incorporation of United as the surviving entity until altered or amended as provided therein and by law.

(b) The bylaws of United at the Effective Time of the Merger shall become and continue to be the bylaws of United as the surviving entity until altered or amended in accordance with the provisions thereof.

Section 4. Directors and Officers. The directors and officers of United at the Effective Time of the Merger shall become and continue to be the directors and officers of United as the

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TALLAHASSEE, FLORIDA

surviving entity until their respective successors are chosen in the manner set forth in the bylaws of United.

Section 5. Annual Meeting of Stockholders. The first annual meeting of the stockholders of United as the surviving entity after the Effective Time of the Merger shall be the next annual meeting provided by the bylaws of United as the surviving entity.

Section 6. Conversion of Limited Liability Company Interests. Upon the Effective Time of the Merger, all outstanding membership interests of UTFCIN immediately prior to the Effective Time of the Merger shall be cancelled and extinguished and no additional shares of the capital stock of United will be issued to former members of UTFCIN in exchange therefor.

Section 7. Rights and Liabilities. At the Effective Time of the Merger, United shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers and franchises both of a public and a private nature and be subject to all the restrictions, disabilities and duties of UTFCIN; and all rights, privileges, powers and franchises of UTFCIN and all property, real, personal and mixed, and all debts due to UTFCIN on whatever account, for stock subscriptions as well as for all other things in action or belonging to UTFCIN, shall be vested in United; and all property, rights, privileges, powers, franchises and interests shall be thereafter as effectually the property of United as they were of UTFCIN; and the title to any real estate vested by deed or otherwise in UTFCIN shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of UTFCIN shall be preserved unimpaired, and all debts, liabilities and duties of UTFCIN shall thenceforth attach to United and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by United.

Section 8. Service of Process. United, as the surviving entity, agrees that it may be served with process within or without the State of Delaware in any proceeding in the courts of the State of Delaware for the enforcement of any obligation of UTFCIN and in any proceeding for the enforcement of the rights of a dissenting stockholder of UTFCIN against United, and United hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in an action for the enforcement of payment of any such obligation or amount. United specifies 701 Brickell Avenue, Suite 1300, Miami, Florida 33131 as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware, unless it shall hereafter designate in writing to such Secretary of State a different address for such purpose, in which case a copy of such process shall be mailed to the last address so designated.

Section 9. Signatures. This Agreement shall be signed by a duly authorized officer of the parties and attested by the secretary or an assistant secretary under the corporate seal of the parties.

Section 10. Termination. This Agreement may be terminated by the mutual consent of the parties at any time prior to the Effective Time of the Merger as specified in Section 1.

Section 11. Further Assurances. UTFCIN agrees that, from time to time, as and when requested by United or by its successors or assigns, it will execute and deliver, or cause to be

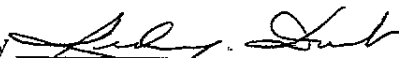
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SECRETARY OF STATE
STATE OF FLORIDA

executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as United may deem necessary or desirable in order to more fully vest in and confirm to United title to and possession of all said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.


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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Agreement has been duly authorized, executed and delivered by the parties on the date first set forth above.

UNITED TRUST FUND, INC., a Florida corporation

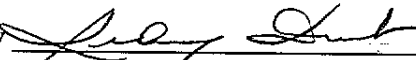
By 
Sidney Domb
President

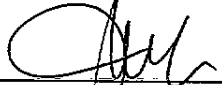
Attest:

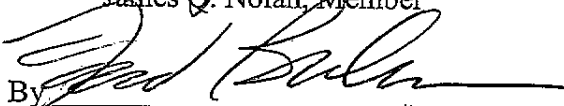

Lillian Berliner
Secretary

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TALLAHASSEE, FLORIDA

UTFCIN L.L.C., a Delaware limited liability company

By 
Sidney Domb, Member

By 
James Q. Nolan, Member

By 
Fred Berliner, Member

By 
George Berliner, Member

By 
Lillian Berliner, Member

5-27202

**CERTIFICATE OF MERGER
OF
UNITED TRUST FUND, INC. (FLORIDA CORPORATION)
AND
UTFCIN L.L.C. (DELAWARE LIMITED LIABILITY COMPANY)**

Pursuant to the provisions of Section 18-209(c) of the Delaware Limited Liability Company Act, and for the purpose of effectuating the merger of a domestic limited liability company and a foreign corporation, the undersigned corporation states:

I

The names of the constituent business entities are United Trust Fund, Inc., a Florida corporation, and UTFCIN L.L.C., a Delaware limited liability company.

II

An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities in accordance with Section 18-209(b) of the Delaware Limited Liability Company Act.

III

The name of the surviving business entity is United Trust Fund, Inc., a Florida corporation.

IV

The merger is to be effective upon the filing of the certificate of merger with the Delaware Secretary of State.

V

A copy of the agreement and plan of merger is on file at the principal place of business of the surviving corporation located at 701 Brickell Avenue, Suite 1300, Miami, Florida 33131.

VI

A copy of the agreement of plan and merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent business entity.

VII

The surviving corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the constituent limited liability company. The surviving corporation hereby appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

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SECRETARY OF STATE
DELAWARE

A copy of such process shall be mailed to the principal place of business of the surviving corporation located at 701 Brickell Avenue, Suite 1300, Miami, Florida 33131.

DATED this 12th day of June, 2001.

UNITED TRUST FUND; INC., a Florida Corporation

By _____
Sidney Domb
President

ATTEST:

By _____
Lillian Berliner
Secretary

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SEAL NOTARY PUBLIC STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

On this 12th day of June, 2001, before me, a Notary Public in and for said county, personally came Sidney Domb and Lillian Berliner, President and Secretary, respectively, of United Trust Fund, Inc., a Florida corporation, who, being duly sworn each for himself, did depose and say that they are the above-described officers of said corporation and did acknowledge the execution of the foregoing instrument as their voluntary act and deed and the voluntary act and deed of said corporation.

WITNESS my notarial seal this 12th day of June, 2001.

Notary Public

My commission expires _____

**ARTICLES OF MERGER
OF
UNITED TRUST FUND, INC. (FLORIDA CORPORATION)
AND
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01 JUL 23 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, President of United Trust Fund, Inc., a Florida corporation, hereby certifies that the facts herein above stated are true and correct and that the execution hereof is my voluntary act and deed and the voluntary act and deed of said corporation, under penalties of perjury on this 12th day of June, 2001.

UNITED TRUST FUND, INC., a Florida Corporation

ATTEST:

By _____
Sidney Domb
President

By _____
Lillian Berliner
Secretary

STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

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WITNESS my notarial seal this 12th day of June, 2001.

Notary Public

My commission expires _____

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TALLAHASSEE FLORIDA

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