

645933

CT CORPORATION

CORPORATION(S) NAME

Weinstein Brothers, Inc.

merging into: Mount Nebo Memorial Gardens, Inc.

FILED  
02 JAN 13 PM 4:30  
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            |   |   |

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 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

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File 16<sup>th</sup>

Order#: 5010923

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Amount: \$

02 JAN -3 PM 1:46

RECEIVED

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

C. Coulliette, JAN 03 2002

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

WEINSTEIN BROTHERS INC., an Illinois corporation, P19379

INTO

**MOUNT NEBO MEMORIAL GARDENS, INC.**, a Florida entity, 645933.

File date: January 3, 2002

Corporate Specialist: Cheryl Coulliette

**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, F.S.

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

| <u>Name</u>                       | <u>Jurisdiction</u> |
|-----------------------------------|---------------------|
| Mount Nebo Memorial Gardens, Inc. | Florida             |

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

| <u>Name</u>              | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| Weinstein Brothers, Inc. | Illinois            |

**Third:** The Plan of Merger is attached as Exhibit A.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** January 3, 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)  
at 4:00 p.m. Eastern Standard Time

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

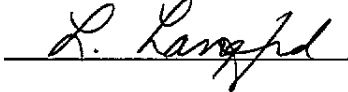
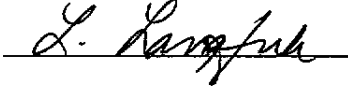
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

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**Seventh: SIGNATURES FOR EACH CORPORATION**

| <u>Name of Corporation</u>        | <u>Signature</u>  | <u>Typed or Printed Name of Individual &amp; Title</u> |
|-----------------------------------|---|--|
| Mount Nebo Memorial Gardens, Inc. |  | Laurel Langford, Secretary                             |
| Weinstein Brothers, Inc.          |  | Laurel Langford, Secretary                             |

**PLAN OF MERGER**

THIS PLAN OF MERGER (this "Plan"), dated as of December 19, 2001, is made by and between Mount Nebo Memorial Gardens, Inc., a Florida corporation ("Mount Nebo"), and Weinstein Brothers, Inc., an Illinois corporation ("Weinstein").

**RECITALS**

Mount Nebo and Weinstein desire to effect a merger whereby Weinstein will merge with and into its wholly owned subsidiary Mount Nebo (the "Merger"), with Mount Nebo to be the surviving corporation.

The Board of Directors of Mount Nebo has determined that it is advisable and in the best interests of the corporation to merge with Weinstein subject to the terms and conditions provided herein and, pursuant to the Florida Business Corporation Act (the "FBCA"), has by resolution duly adopted and approved this Plan and directed that it be executed by the undersigned officer and be submitted to a vote of the shareholder of Mount Nebo.

The Board of Directors of Weinstein has determined that it is advisable and in the best interests of Weinstein to merge with and into Mount Nebo subject to the terms and conditions provided herein, and, pursuant to the Illinois Business Corporation Act of 1983 (the "IBCA") has by resolution duly adopted and approved this Plan and has directed that it be executed by the undersigned officer and be submitted to a vote of the Shareholder of Weinstein.

**AGREEMENTS**

Mount Nebo and Weinstein hereby agree as follows:

**ARTICLE 1**

**THE MERGER**

1.1 The Merger. Subject to the terms and conditions of this Plan, at the Effective Time (as defined in section 1.2), and in accordance with the terms and conditions of this Plan, the FBCA and the IBCA, Weinstein shall be merged with and into Mount Nebo. At the Effective Time, the separate corporate existence of Weinstein shall cease, and Mount Nebo shall continue its existence as the surviving corporation under the laws of the State of Florida (the "Surviving Corporation").

1.2 Effective Time of the Merger. Upon the execution of this Plan, duly executed certificate articles merger shall be executed by Mount Nebo and Weinstein and filed with the Secretaries of State for the States of Florida and Illinois. The Merger shall become effective in accordance with the provisions of the FBCA and the IBCA at 4:00 p.m. Eastern Standard Time on January 3, 2002 (the "Effective Time").

1.3 Effects of the Merger. At the Effective Time, the effects of the Merger shall be as provided in the FBCA and the IBCA. Subject to, and without limiting the foregoing, the following shall also occur at the Effective Time:

1.3.1 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of Mount Nebo, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the FBCA.

1.3.2 By-Laws of the Surviving Corporation. The By-Laws of Mount Nebo, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the FBCA.

1.3.3 Directors of Surviving Corporation. Each person who is a director of Mount Nebo immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation from and after the Effective Time until his or her successor is duly elected or appointed, or until his or her death, resignation, or removal.

1.3.4 Officers of Surviving Corporation. The officers of Mount Nebo immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

## **ARTICLE 2**

### **MANNER, BASIS, AND EFFECT OF CONVERTING SHARES**

2.1 Conversion of Shares. At the Effective Time:

2.1.1 Each share of common stock of Weinstein issued and outstanding or held in treasury prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, all rights in respect thereof shall cease, and 1,000 shares of stock of the Surviving Corporation shall be issued in exchange therefor.

2.1.2 Each share of Class A Cumulative Preferred Stock of Weinstein issued and outstanding or held in treasury prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, all rights in respect thereof shall cease, and no shares of stock of the Surviving Corporation shall be issued in exchange thereof.

2.1.3 Each share of common stock of Mount Nebo issued and outstanding or held in treasury immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired and shall cease to exist.

2.1.4 Each share certificate which immediately prior to the Effective Time represented an outstanding share of Weinstein's common stock or Class A Cumulative Preferred Stock shall be surrendered to Mount Nebo to be cancelled and retired.

## **ARTICLE 3**

### **MISCELLANEOUS**

3.1 Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed to be an original and the same Plan.

3.2 Severability. In case any provision of this Plan shall be held invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan will not in any way be affected or impaired thereby.

3.3 Governing Law. This Plan shall be construed and interpreted in accordance with the laws of the State of Florida.