

From:

Division of Corporations

12/19/2008 03:42

#765 P.001/004

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Florida Department of State  
Division of Corporations  
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Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I200000000088  
Phone : (212) 947-7200  
Fax Number : (212) 564-6083

EFFECTIVE DATE

12/31/08

**MERGER OR SHARE EXCHANGE**

N&B Industries, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

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TALLAHASSEE, FLORIDA

Merger  
CC  
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From:

12/19/2008 03:43

#765 P.002/004

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EFFECTIVE DATE

12/31/08

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
N&B Industries, Inc.	Delaware	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Nurre Caxton Company	Florida	668323
W & B Marketing, Inc.	California	

**Third:** The Plan of Merger is attached.

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

**OR** 12 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/17/08 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/17/08 and shareholder approval was not required.

(Attach additional sheets if necessary)

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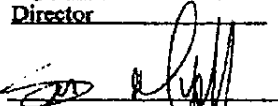
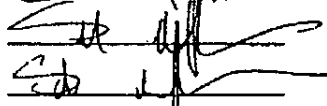
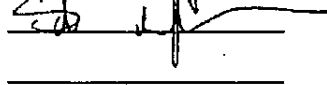
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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>N&amp;B Industries, Inc.</u>		<u>Seth Hollander - Vice President &amp; Secretary</u>
<u>Nurre Caxton Company</u>		<u>Seth Hollander - Vice President &amp; Secretary</u>
<u>W &amp; B Marketing, Inc.</u>		<u>Seth Hollander - Vice President &amp; Secretary</u>
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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

N&B Industries, Inc.

Delaware

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Nurre Caxton Company

Florida

W & B Marketing, Inc.

California

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

N&B INDUSTRIES, INC. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), was incorporated on July 1, 1996, pursuant to the DGCL and is existing thereunder. Nurre Caxton Company ("Nurre Caxton"), a Florida corporation, was incorporated on May 1, 1980 pursuant to the laws of the State of Florida and is existing thereunder. W & B Marketing, Inc. ("W & B"), a California corporation was incorporated on September 11, 1985 pursuant to the laws of the State of California and is existing thereunder. The Corporation owns (i) 100% of the outstanding shares of common stock, per value \$0.50 per share, of Nurre Caxton (the "Nurre Caxton Shares"), the Nurre Caxton Shares being the only class of capital stock of Nurre Caxton of which there are outstanding shares that, absent Section 253 of the DGCL, would be entitled to vote on the Merger (as defined below), and (ii) 100% of the outstanding shares of capital stock of W & B (the "W & B Shares"), the W & B Shares being the only class of capital stock of W & B of which there are outstanding shares that, absent Section 253 of the DGCL, would be entitled to vote on the Merger. By resolutions of the Board of Directors of the Corporation, duly adopted and filed with the minutes of the Corporation, pursuant to Section 141(f) of the DGCL, the Merger was approved. Shareholder approval of the Merger is not required by the DGCL, the laws of the State of Florida or the laws of the State of California. Effective December 31, 2008, after the filing of the Delaware Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, and the filing of the Articles of Merger with the Secretary of State of the State of Florida, each of Nurre Caxton and W & B shall, merge itself into the Corporation (the "Merger"), with the Corporation continuing as the surviving corporation.

(Attach additional sheets if necessary)

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