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TALLAHASSEE, FLORIDA

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05 SEP -8 PM 1:21
TALLAHASSEE, FLORIDA

9/14/08



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 582539 4337667

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : September 7, 2005

ORDER TIME : 10:51 AM

ORDER NO. : 582539-005

CUSTOMER NO: 4337667

CUSTOMER: Kevin A. White
Willcox & Savage, P.c.
1800 Bank Of America Center
One Commercial Place
Norfolk, VA 23510-2197

ARTICLES OF MERGER

RPIS, INC.

INTO

HOMES.COM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
RPIS, INC., A FLORIDA CORPORATION,
WITH AND INTO
HOMES.COM, INC., A DELAWARE CORPORATION**

FILED
05 SEP -8 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act:

ARTICLE I.

The name and state of incorporation of each of the constituent corporations involved in the merger contemplated by these Articles of Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
RPIS, Inc.	Florida
Homes.com, Inc.	Delaware

ARTICLE II.

The Plan of Merger is as follows:

1. RPIS, Inc., a Florida corporation (the "Merging Corporation"), will merge with and into Homes.com, Inc., a Delaware corporation (the "Surviving Corporation") (the "Merger").
2. Each of the Merging Corporation and the Surviving Corporation is a wholly-owned subsidiary of Trader Holdings, Inc., a Virginia corporation.
3. The authorized capital stock of the Merging Corporation consists of (i) 7,500 shares of common stock, \$1.00 par value, of which 7,500 shares are issued and outstanding, all of which are entitled to vote (the "Merging Corporation Common Stock"), and (ii) 2,500 shares of preferred stock, \$1.00 par value, of which 1,375 are issued and outstanding, none of which are entitled to vote (the "Merging Corporation Preferred Stock") (the Merging Corporation Common Stock and the Merging Corporation Preferred Stock are referred to collectively as the "Merging Corporation Stock"). The authorized capital stock of the Surviving Corporation consists of 1,000

shares of common stock, \$0.01 par value, of which 100 shares are issued and outstanding, all of which are entitled to vote (the "Surviving Corporation Stock").

4. At the Effective Date (defined below), (a) each share of Merging Corporation Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be an issued and outstanding share of Merging Corporation Stock and shall be surrendered to the Surviving Corporation for cancellation and cancelled, and no additional shares of Surviving Corporation Stock or any other consideration shall be issued or paid therefor, (b) all of the assets and liabilities of the Merging Corporation shall become assets and liabilities of the Surviving Corporation, and (c) the authorized, issued and outstanding shares of Surviving Corporation Stock shall not be affected in any way by the Merger and shall constitute all of the authorized, issued and outstanding shares of Surviving Corporation Stock from and after the Effective Date.

5. The Certificate of Incorporation and Bylaws of the Surviving Corporation at the Effective Date shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date unless and until amended or restated in accordance with applicable law.

6. An original, executed copy of this Plan of Merger shall remain on file at the Surviving Corporation's principal place of business, the address of which is 100 West Plume Street, Norfolk, Virginia 23510, and upon request and without cost the Surviving Corporation shall furnish a copy thereof to any shareholder of the Merging Corporation or the Surviving Corporation.

7. The foregoing Plan of Merger is permitted under, and shall be effectuated in accordance with, the laws of the State of Florida and the State of Delaware. The Surviving Corporation shall be a Delaware corporation.

8. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent in writing of each of the Merging Corporation and the Surviving Corporation.

9. The Merger shall occur and be effective on upon the filing of Articles of Merger (the "Effective Date").

ARTICLE III.

The Plan of Merger was adopted by each of the Merging Corporation and the Surviving Corporation as follows:

1. After approval and submission to the sole shareholder of the Merging Corporation by its Board of Directors, in accordance with Section 607.1103 of the Florida Business Corporation Act, the Plan of Merger was approved and adopted by the sole shareholder of the Merging Corporation by record of action in writing dated as of August 22, 2005 in accordance with all applicable laws of the State of Florida and with all constituent documents of the Merging Corporation. All shares of the Merging Corporation Common Stock voted in favor of the Plan of Merger (shares of the Merging Corporation Preferred Stock, in accordance with the Merging Corporation's Articles of Incorporation, were not entitled to any vote with respect to the Merger).

2. After approval and submission to the sole shareholder of the Surviving Corporation by its Board of Directors, in accordance with Section 252 of the Delaware General Corporation Law, the Plan of Merger was approved and adopted by the sole shareholder of the Surviving Corporation by record of action in writing dated as of August 22, 2005 in accordance

with all applicable laws of the State of Delaware and with all constituent documents of the Surviving Corporation. All shares of the Surviving Corporation Stock voted in favor of the Plan of Merger.

ARTICLE IV.

The foregoing Plan of Merger is permitted by the laws of the State of Florida, under which the Merging Corporation is organized, and the laws of the State of Delaware, under which the Surviving Corporation is organized. Each of the Merging Corporation and the Surviving Corporation has complied with all applicable provisions of the respective applicable law in authorizing and effecting the Merger, and all conditions required by the laws of the State of Florida and the laws of the State of Delaware will be satisfied in connection with the Merger.

ARTICLE V.

The Surviving Corporation hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any action or proceeding to enforce any liability or obligation of the Merging Corporation. The address to which a copy of such process shall be mailed by the Secretary of State of Florida to the Surviving Corporation is 100 West Plume Street, Norfolk, Virginia 23510.

ARTICLE VI.

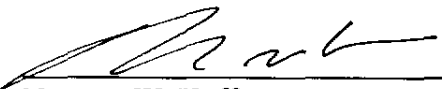
The merger contemplated by these Articles of Merger shall occur and be effective upon the filing of these Articles of Merger.

* * * * *

The undersigned officers declare that the facts herein stated are true as of August 23, 2005.

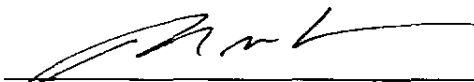
MERGING CORPORATION:

RPIS, INC.,
a Florida corporation

By:  (SEAL)
Norman W. Hoffmann,
President

SURVIVING CORPORATION:

HOMES.COM, INC.,
a Delaware corporation

By:  (SEAL)
Norman W. Hoffmann,
Vice President