



THE UNITED STATES  
CORPORATION  
COMPANY

F45994

ACCOUNT NO. : 072100000032

REFERENCE : 937789 4329904

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED  
98 AUG 24 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 24, 1998

ORDER TIME : 1:07 PM

ORDER NO. : 937789-005

CUSTOMER NO: 4329904

CUSTOMER: Carl S. Rosen, Esq  
Broad And Cassel  
Suite 300  
7777 Glades Road  
Boca Raton, FL 33434

*merger*

500002623355--6

ARTICLES OF MERGER

NATIONAL CUSTOM HOMES III, INC

INTO

NATIONAL BUILDING ENTERPRISES  
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 AUG 24 PM 1:53  
DIVISION OF CORPORATION

*8/24/98*

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

NATIONAL CUSTOM HOMES III, INC., a Florida corporation P93000080125

INTO

**NATIONAL BUILDING ENTERPRISES CORP.**, a Florida corporation, F45994.

File date: August 24, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00


**ARTICLES OF MERGER  
OF  
NATIONAL CUSTOM HOMES III, INC.,  
a Florida corporation  
and  
NATIONAL BUILDING ENTERPRISES CORP.,  
a Florida corporation**

Pursuant to the provisions of the Florida Business Corporation Act, governing the merger of Florida corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger:

FILED  
98 AUG 24 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The names of the merging corporations are **NATIONAL CUSTOM HOMES III, INC.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and the existence of which will cease, and **NATIONAL BUILDING ENTERPRISES CORP.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, and which shall be the surviving corporation.
2. The Agreement and Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A".
3. The merger shall be effective as of the date of filing with the Florida Department of State.
4. The Agreement and Plan of Merger was approved and adopted by the Board of Directors and Shareholders of both the Disappearing Corporations and the Surviving Corporation by written consents as of August 21, 1998.
5. The Surviving Corporation will continue to exist under the name "**NATIONAL BUILDING ENTERPRISES CORP.**" pursuant to the provisions of the laws of the State of Florida.

**NATIONAL CUSTOM HOMES III, INC.**  
a Florida Corporation

By:   
Name: Saul A. Slossberg  
Title: President

**NATIONAL BUILDING ENTERPRISES CORP.,**  
a Florida Corporation

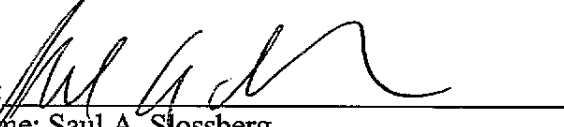
By:   
Name: Saul A. Slossberg  
Title: President

EXHIBIT "A"  
**AGREEMENT AND PLAN OF MERGER  
OF  
NATIONAL CUSTOM HOMES III, INC.,  
a Florida corporation  
and  
NATIONAL BUILDING ENTERPRISES CORP.,  
a Florida corporation**

**THIS AGREEMENT AND PLAN OF MERGER** by and between **NATIONAL CUSTOM HOMES III, INC.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and **NATIONAL BUILDING ENTERPRISES CORP.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporations:

**W I T N E S S E T H:**

**WHEREAS**, the Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders and business associates of the corporations; and

**WHEREAS**, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida;

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Agreement and Plan, agree to as follows:

1. The Disappearing Corporation shall be merged with and into the Surviving Corporation. The laws of the State of Florida permit such a merger.
2. Upon the approval and adoption of this Agreement and Plan, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporation and the Surviving Corporation, and shall be filed with the Florida Department of State.
3. The Surviving Corporation shall continue its existence under the name of **NATIONAL BUILDING ENTERPRISES CORP.** pursuant to the provisions of the Florida Business Corporation Act.

4. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. There is one individual who is the sole shareholder of the Disappearing Corporation and the Surviving Corporation. Therefore, the issued shares of the Disappearing Corporation shall not be converted or exchanged in any manner or any consideration paid therefor. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefor, but each said share of the Surviving Corporation, which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.


6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. The Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


8. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger of the merger provided herein.

This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

**NATIONAL CUSTOM HOMES III, INC.,**  
a Florida corporation

By:   
Name: Saul A. Slossberg  
Title: President

**NATIONAL BUILDING ENTERPRISES CORP.,**  
a Florida corporation

By:   
Name: Saul A. Slossberg  
Title: President