

H70431

ACC HOMES CORPORATION

2807 East Grove Lane • Houston, Tx 77027 (713) 961-4400 • fax (713) 961-1031

October 11, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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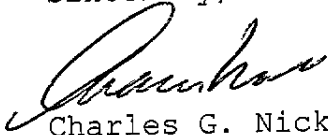
RE: Merger

Gentlemen:

I enclose an original of the Articles of Merger of ACC Homes, *NA*
Corporation, A Florida Corporation into ACC Development
Corporation, A California Corporation being the survivor. I also
enclose my check in the amount of \$87.50 or \$35 for each
corporation and \$17⁵⁰ for two certified copies.

Please return the two certified copies for our records

Sincerely,



Charles G. Nickson,
President

FILED
00 OCT 16 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merges
KCC
10/24

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACC HOMES CORPORATION, a Florida corporation, document number H70431

INTO

ACC DEVELOPMENT CORPORATION. a California corporation not qualified in
Florida

File date: October 16, 2000

Corporate Specialist: Karen Gibson

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:

<u>Name</u>	<u>Jurisdiction</u>
ACC Development Corporation	California

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
ACC Homes Corporation	Florida
ACC Development Corporation	California

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00 OCT 16 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 08 / 31 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 08/31/2000.

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 08/31/2000.

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

ACC Development Corp.

Robert Kerr

Charles G. Nickson, President

ACC Homes Corp.

Charles Kuss

Charles G. Nickson, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. 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:

<u>Name</u>	<u>Jurisdiction</u>
<u>ACC Development Corporation</u>	<u>California</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ACC Homes Corporation</u>	<u>Florida</u>
<u> </u>	<u> </u>
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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:

On the effective date of the merger, each outstanding common share of Merging Corporation shall be converted into one share of common stock of Surviving Corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

None