

LAW OFFICES OF
JOHN H.W. COLE, P.C.

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September 24, 1999

CAROL A. ANDERSON
LEGAL ASSISTANT

AFFILIATED WITH

FISHER & SAULS, P.A.
ST. PETERSBURG, FL

ODIN, FELDMAN & PITTLEMAN, P.C.
FAIRFAX, VA

PAUL, FRANK & COLLINS, INC.
BURLINGTON, VT

U.S. TAX COURT
COURT OF CLAIMS
BOARD CERTIFIED
IN TAXATION (FLORIDA)

H73441

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee FL 32314

700002999637--1
-09/28/99--01078--008
*****70.00 *****70.00

Gentlemen:

I am enclosing for filing the Articles of Merger of Frank Homes Development, Inc. and Frank Homes, Inc., together with a photocopy of the signed Articles and a check in the amount of \$70.00.

Please date stamp the photocopy and return it to me.

Please indicate in your records that the effective date of merger is the later of September 30, 1999 or the date of filing of these articles.

If you have any problems or questions concerning the enclosed articles, or require additional information or fees, please call and let me know what's needed rather than return the documents.

Very truly yours,

John H.W. Cole

John H.W. Cole

Enclosures

cc: Ronald L. Frank
Kevin Stevenson, C.P.A.

H73441 CM
merger 9-28-99
SP8
#eff 9-30-99

98 SEP 28 PM 12:04
FILED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FRANK HOMES, INC., a Florida corporation, document 543334

INTO

FRANK HOMES DEVELOPMENT, INC., a Florida entity, H73441.

File date: September 28, 1999 , effective September 30, 1999

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

eff date
Sept 30, 1999

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby execute and declare the following Articles of Merger:

Article 1.

The Plan of Merger adopted by the parties is attached to these articles as "Exhibit A".

Article 2.

The merger shall be effective as of the later of September 30, 1999 or the date of approval of such articles by the State Corporation Commission.

Article 3.

The Plan of Merger was adopted by the unanimous consent of the shareholders of both corporations on the 24th September, 1999.

Article 4.

The surviving corporation to the merger is Frank Homes Development, Inc. a corporation formed under the laws of the State of Florida.

Article 5.

The merged corporation is Frank Homes, Inc. a corporation formed under the laws of the State of Florida.

Article 6.

The merger is permitted by the laws of the State of Florida and each party to the merger has complied with the laws of such state pertaining to the merger.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger, this 24th day of September, 1999.

Frank Homes Development, Inc.

By: 

Ronald L. Frank
President

Frank Homes, Inc.

By: 

Ronald L. Frank
President

99 SEP 28 PM 12:08
CLERK OF STATE
TALLAHASSEE, FLORIDA
FILED

EXHIBIT A

PLAN OF MERGER

The undersigned corporations hereby execute and adopt the following Plan of Merger:

Article I.

The parties to the Plan of Merger are Frank Homes, Inc., a Florida corporation, and Frank Homes Development, Inc., a Florida corporation.

Article 2.

The parties hereto have agreed to effect this Merger in accordance with the following Plan of Merger:

1. **Surviving Corporation.** Frank Homes, Inc. shall be merged into Frank Homes Development, Inc. which shall be the surviving corporation and shall continue under its present name.
2. **Terms and Conditions of Merger.** On the effective date of the Merger of Frank Homes, Inc. into Frank Homes Development, Inc., the separate existence of Frank Homes, Inc. shall cease. The stock of Frank Homes, Inc. shall be cancelled and Frank Homes Development, Inc. shall succeed to all of the properties, rights, and other assets of Frank Homes, Inc., subject to the liabilities of Frank Homes, Inc., without further action by either corporation.
3. **Manner and Basis of Share Conversion.** No new shares of stock shall be issued to the former shareholders of Frank Homes, Inc. because their interests in both corporate parties to the merger are identical.
4. **Further Assurances.** If, at any time, Frank Homes Development, Inc. shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and Directors of Frank Homes, Inc. as of the effective date of this Merger, shall execute such conveyances or documents, or take such action.
5. **Amendment to Articles.** The Articles of Incorporation of Frank Homes Development, Inc. shall not be changed by virtue of the merger.

FILED
99 SEP 28 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. **Effective Date.** This merger shall be effective as of the later of September 30, 1999 or when these articles are filed with the State Corporation Commission.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles and Plan of Merger, this 24th day of September, 1999.

Frank Homes Development, Inc.

By:


Ronald L. Frank
President

Frank Homes, Inc.

By:


Ronald L. Frank
President