

CT CORPORATION SYSTEM

JO 3052

FILED
01 DEC 31 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

(1) Norman Construction, Inc. (Surviving Corporation)

(2) N.R. Homes, Inc. (Surviving Corporation)

Merger

500004745845--5
-01/02/02--01002--003
***175.00 ***175.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 12/31/01 Order#: 5014724
Availability 12/1/02
Document MS
Examiner ADK Ref#: _____
Updater ADK
Verifier _____
W.P. Verifier _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Amount: \$

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NORMAN HOMES, INC., a Florida corporation 496088

FLORIDA CIDA, INC., a Florida corporation K97715

RAUCH CORP, II a Florida corporation G75544

RAUCH HOMES, INC., a Florida corporation H56922

INTO

N. R. HOMES, INC., a Florida entity, J03052.

File date: December 31, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act; pursuant to section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Norman Homes, Inc.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>496088</u>		FBI Number: <u>59-1643998</u>
2. <u>Florida Cida, Inc</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>K97715</u>		FBI Number: <u>65-0132976</u>
3. <u>Rauch Corp, II</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>G75544</u>		FBI Number: <u>59-2348158</u>
4. <u>Rauch Homes, Inc.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>H56922</u>		FBI Number: <u>59-2723902</u>

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>N. R. Homes, Inc.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>J03052</u>		FBI Number: <u>59-2797986</u>

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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FIFTH: The Plan of Merger was adopted by the sole stockholder of the surviving corporation
on 12/28/01.

SIXTH: The Plan of Merger was adopted by the stockholders of the merging corporations
on 12/28/01.


SEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity and Signatures


NORMAN HOMES, INC.

By: 
Name: Harry Rauch
Title: President

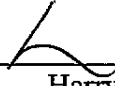
FLORIDA CIDA, INC.

By: 
Name: Harry Rauch
Title: President


RAUCH CORP., IL.

By: 
Name: Harry Rauch
Title: President

RAUCH HOMES, INC.

By: 
Name: Harry Rauch
Title: President

N.R. HOMES, INC.

By: 
Name: Harry Rauch
Title: President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 67.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Norman Homes, Inc.	Florida
Florida Cida, Inc.	Florida
Rauch Corp., II.	Florida
Rauch Homes, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
N. R. Homes, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

On the date the Articles of Merger are filed and accepted by the Secretary of State of the State of Florida, Norman Homes, Inc. ("Norman Homes"), Florida Cida, Inc. ("Florida Cida"), Rauch Corp., II ("Rauch Corp.") and Rauch Homes Inc. ("Rauch Homes") shall be merged with and into N. R. Homes, Inc. ("N. R. Homes"). The separate existence of Norman Homes, Florida Cida, Rauch Corp. and Rauch Homes shall thereupon cease and N. R. Homes shall continue its existence as the surviving corporation (the "Corporation") under Florida law under its present name. The parties hereto shall cause Articles of Merger to be executed and filed with the Secretary of State of the State of Florida and shall take all such other and further actions as may be required to make the merger effective. The merger shall become effective as of the date and time of the filing of the Articles of Merger (the "Effective Time").

The Certificate of Incorporation and Bylaws of N. R. Homes as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers and directors of the Surviving Corporation immediately after the Effective Time shall be the respective persons who were the officers and directors of N. R. Homes immediately prior to the Effective Time.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the merger and without any further action on the part of N. R. Homes, Norman Homes, Florida Cida, Rauch Corp. or Rauch Homes or any holder of any shares

in any of such corporation, each share of N.R. Homes, Norman Homes, Florida Cida, Rauch Corp. or Rauch Homes issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one share of the Surviving Corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

Name of Entity and Signatures

NORMAN HOMES, INC.

By: 
Name: Harry Rauch
Title: President


FLORIDA CIDA, INC.

By: 
Name: Harry Rauch
Title: President

RAUCH CORP., II

By: 
Name: Harry Rauch
Title: President

RAUCH HOMES, INC.

By: 
Name: Harry Rauch
Title: President

N.R. HOMES, INC.

By: 

Name: Harry Rauch

Title: President