

503052

(Requestor's Name)

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(City/State/Zip/Phone #)

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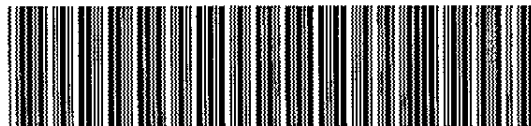
(Business Entity Name)

(Document Number)

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03 MAR 31 PM 12:42
CLERK OF DISTRICT COURT
STATE OF FLORIDA

25 4/8/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMPIRE WAY CORP., A FLORIDA CORPORATION, G32758

INTO

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

File date: March 31, 2003

Corporate Specialist: Pamela Smith

LAW OFFICES OF
M. RICHARD SAPIR, P.A.
SUITE 400
712 U.S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408

MRS@fcohenlaw.com
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OFF COUNSEL TO:
COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

TELEPHONE: (561) 844-3600
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March 28, 2003

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Merger Documents
Our File #10010.002/Rauch/Estate Plan

Dear Sir:

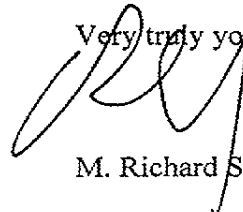
Enclosed are the following original documents to be filed with the Department of State of the State of Florida:

1. Articles of Merger and Plan of Merger for N.R. Homes, Inc. as survivor and Empire Way Corp. as disappearing entity.
2. Articles of Merger and Plan of Merger for Norman Construction, Inc. as survivor and HNK Associates, Inc. as disappearing entity.

Also enclosed is our firm check in the amount of \$157.50, representing the State filing fees for both mergers plus the fee for certification. Please file the documents as above directed, certify the enclosed copy of each and return the certified copies in the self-addressed stamped envelope provided. If you have any questions regarding the foregoing, the enclosures, or any aspect of this matter, please contact me immediately upon your receipt hereof.

Thanking you for your anticipated prompt assistance in this matter.

Very truly yours,



M. Richard Sapir

MRS:mac

Enclosures

cc: Louis Kevelson, CPA (via email: kevelson@rchcpa.com)
Richard Drath, CPA (via email: rdrath@rchcpa.com)
Mr. Harry Rauch (via fax)

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03 MAR 31 PM 12:42

ARTICLES OF MERGER

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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. Empire Way Corp. 1985 South Military Trail West Palm Beach, FL 33415 Florida Document Registration Number: G32758	Florida	Corporation FEI Number: 59-2549898

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

1. N. R. Homes, Inc. 1985 South Military Trail West Palm Beach, FL 33415 Florida Document/Registration Number: J03052	Florida	Corporation FEI Number: 59-2797986
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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.

FIFTH: The Plan of Merger was adopted by the sole stockholder of the surviving corporation on December 19, 2002.

SIXTH: The Plan of Merger was adopted by the stockholders of the merging corporations on December 19, 2002.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity and Signatures

EMPIRE WAY CORP.

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, is being submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Empire Way Corp.	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, Empire Way Corp. ("Empire") shall be merged with and into N. R. Homes, Inc. ("N. R."). The separate existence of Empire shall thereupon cease and N. R. shall continue its existence as the surviving corporation (the "Surviving 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. 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. immediately prior to the Effective Time.

FOURTH:

A. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation or any other corporation, 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. or Empire or any holder of any shares in any of such corporation, each share of N. R. and Empire issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one share of the Surviving Corporation.

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- B. The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of Surviving Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

[Remainder of Page Intentionally Left Blank]

Name of Entity and Signatures

N. R. HOMES, INC.

By: 

Name: Harry Rauch
Title: President

EMPIRE WAY CORP.

By: 

Name: Harry Rauch
Title: President