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K05363

December 11, 1996

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

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-12/16/96--01022--002
*****70.00 *****70.00

Re: Rubin & Associates, Inc.

Dear Secretary of State:

Enclosed for filing are an original and one copy of the Articles of Merger of Rubin & Associates, Inc. into R&A Acquisition Corp. as well as a check for the filing fee in the amount of \$70.00. Please forward the confirmation to my attention.

Very truly yours,

Thomas P. Manson

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Enclosure

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RUBIN & ASSOCIATES, INC., document number K05363, a Florida corporation

INTO

**R & A ACQUISITION CORP., a New Hampshire corporation not qualified in
Florida.**

File date: December 16, 1996, effective December 30, 1996

Corporate Specialist: Carol Mustain

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of corporation</u>	<u>State/country of incorporation</u>
Rubin & Associates, Inc.	Florida
R&A Acquisition Corp.	New Hampshire

SECOND: The laws of the state or country under which such foreign (corporation is) organized permit such merger and such foreign (corporation is) complying with those in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is attached hereto.

FIFTH: The effective date of the certificate of merger shall be the 30th day of December, 1996.

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

Not applicable

SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of Rubin & Associates, Inc., on the 3rd day of December, 1996 and was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of R&A Acquisition Corp. on the 3rd day of December, 1996.

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Signed this 3rd day of December, 1996.

R&A Acquisition Corp.

By: Gerald M. Rubin
Gerald M. Rubin, President

Rubin & Associates, Inc.

By: Gerald M. Rubin
Gerald M. Rubin, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan"), by and between R & A ACQUISITION CORP., a New Hampshire corporation (hereinafter, the "Surviving Corporation"), and RUBIN & ASSOCIATES, INC., a Florida corporation (hereinafter, the "Merged Corporation").

WITNESSETH:

WHEREAS, the Surviving Corporation was formed by the shareholders and directors of the Merged Corporation to permit a change in the place of organization (from Florida to New Hampshire) of the business previously conducted by the Merged Corporation and now conducted by the Surviving Corporation;

WHEREAS, the directors and shareholders of the Surviving Corporation and of the Merged Corporation have determined that it would be in the best interests of both corporations to merge and thereafter carry on the business of both corporations in the State of New Hampshire as the business of the Surviving Corporation;

WHEREAS, this merger is authorized by and shall be carried out in accordance with the laws of the laws of the State of New Hampshire, particularly the provisions of New Hampshire Revised Statutes Annotated (hereinafter, "RSA") 293-A:11.01 et seq., and the laws of the State of Florida, particularly the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act; and

WHEREAS, it is intended that this merger qualify as a tax-free reorganization pursuant to the provisions of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual agreements herein contained and in order to prescribe the terms and conditions of the merger, the mode of carrying the same into effect, the manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation, and the other details and provisions that are deemed necessary or proper, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1. Merger. The Merged Corporation shall be merged into the Surviving Corporation, which shall be the surviving corporation.

1.2. Continued Existence and Effect. Except as specifically provided in the Plan, (a) the

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corporate existence of the Surviving Corporation with all of its purposes, powers, objects, and rights shall continue unaffected and unimpaired by the merger, and (b) the corporate existence and rights of the Merged Corporation shall be merged in the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. Upon the merger becoming effective, the separate existence of the Merged Corporation shall cease.

1.3. Effective Date. The merger shall become effective for tax and other purposes upon the close of business on December 30, 1996 (hereinafter, the "Effective Date"), even if, because of delayed tax and accounting matters and other reasons, the date of filing the Plan with the New Hampshire Secretary of State should take place subsequent to the Effective Date.

1.4. Principal Place of Business of Surviving Corporation. The location of the principal place of business of the Surviving Corporation shall be at One Sundial Avenue, Suite 210, Manchester, New Hampshire 03103-7204.

1.5. Change in Name. Upon the merger becoming effective, the name of the Surviving Corporation shall automatically change to "Rubin & Associates, Inc.," and the First Article of the Articles of Incorporation of the Surviving Corporation shall be and hereby is amended to effect such change as of the Effective Date.

ARTICLE II

ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date, have been duly adopted according to law and, as amended pursuant to Section 1.5 above, shall continue to be the Articles of Incorporation of the Surviving Corporation unless and until changed in accordance with the provisions of the New Hampshire Business Corporation Act.

ARTICLE III

BYLAWS

The Bylaws of the Surviving Corporation as in effect on the Effective Date, have been duly adopted according to law and shall continue to be the Bylaws of the Surviving Corporation unless and until changed in accordance with the provisions of the New Hampshire Business Corporation Act.

ARTICLE IV

DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

4.1. Directors of Surviving Corporation. The names and addresses of the persons who, as of the Effective Date, shall constitute the directors of the Surviving Corporation are as follows:

Gerald M. Rubin

Marilyn J. Metcalf

4.2. Officers of Surviving Corporation. The following persons, as of the Effective Date, shall hold the offices of the Surviving Corporation set forth beside their names, subject to the Bylaws of the Surviving Corporation:

<u>Name</u>	<u>Office</u>
Gerald M. Rubin	President
Marilyn J. Metcalf	Treasurer and Secretary

ARTICLE V

CONVERSION OF SHARES IN THE MERGER

5.1. General. The manner and basis of converting the shares of the capital stock of the Merged Corporation into shares of the capital stock of the Surviving Corporation shall be as set forth in this Article.

5.2. Surviving Corporation's Share Cancelled. On the Effective Date, the one (1) share of the Capital Stock of the Surviving Corporation (hereinafter, the "Stock of the Surviving Corporation") heretofore authorized, issued and outstanding, shall be redeemed for ten dollars (\$10.00) and cancelled.

5.3. Conversion of Merged Corporation's Capital Stock. On the Effective Date, each share of the voting common stock, no par value, of the Merged Corporation then issued and outstanding (the "Stock of the Merged Corporation") shall by virtue of the merger and without any action on the part of the holders thereof be converted into twenty-five thousand (25,000) shares of the Stock of the Surviving Corporation. All shares of the Merged Corporation which

have previously been issued by the Merged Corporation and subsequently redeemed by the Merged Corporation shall, if otherwise deemed to be issued, be cancelled as of the Effective Date and returned to the status of authorized but unissued shares.

5.4. Exchange of Merged Corporation's Stock Certificates. As soon as practicable after the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of the Stock of the Merged Corporation shall surrender the same to the Secretary of the Surviving Corporation, and such holder shall then be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Stock of the Surviving Corporation into which the shares of the Stock of the Merged Corporation theretofore represented by the certificate or certificates so surrendered shall have been converted. Prior to surrender, each such outstanding certificate representing issued and outstanding shares of the Stock of the Merged Corporation shall be deemed for all corporate purposes to evidence ownership of the number of shares of the Stock of the Surviving Corporation into which the shares of the Stock of the Merged Corporation have been so converted.

5.5. Merged Corporations Transfer Books Closed. On the Effective Date, the stock transfer books of the Merged Corporation shall be deemed closed and no transfer of shares of the Stock of the Merged Corporation shall be made thereafter.

5.6. Capital Structures of Corporations Prior to Merger. Prior to the Effective Date, the capital structures of the Merged and Surviving Corporations are as follows:

(a) Merged Corporation:

(i) Authorized Capital Stock: Sixty (60) shares of voting common stock, no par value.

(ii) Issued and Outstanding Capital Stock: Forty (40) shares of voting common stock, no par value.

(b) Surviving Corporation:

(i) Authorized Capital Stock: Ten million (10,000,000) shares.

(ii) Issued and Outstanding Capital Stock: one (1) share.

5.7. Capital Structure of Surviving Corporation After Merger. After the Effective Date, the capital structure of the Surviving Corporation shall be as follows:

(a) Authorized Capital Stock: Ten million (10,000,000) shares.

(b) Issued and Outstanding Capital Stock: One million (1,000,000) shares.

5.8. Consideration for Issuance of Surviving Corporation's Capital Stock. The consideration for the conversion of the Stock of the Merged Corporation into the Stock of the Surviving Corporation under the Plan shall be all of the assets of the Merged Corporation, including all property (real, personal, and mixed), both tangible and intangible, and subject to all of the liabilities of the Merged Corporation.

ARTICLE VI

TRANSFER OF ASSETS AND ASSUMPTION OF LIABILITIES

6.1. Rights and Liabilities. After the Effective Date:

(a) the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, immunities, powers, and franchises (both of a public as well as of a private nature) and all of the assets and property (real, personal, and mixed) of the Merged Corporation, and the title to or any interest in real estate vested in either of the corporations shall not revert or be in any way impaired by reason of the merger;

(b) all debts due the Merged Corporation on whatever account, including notes payable, and all other choses in action and every other interest belonging to or due to the Merged Corporation shall be taken and deemed to be transferred and vested in the Surviving Corporation;

(c) all claims, demands, property, rights, privileges, immunities, powers, franchises, and every other interest of the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merged Corporation;

(d) all debts, liabilities, duties, and obligations of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, duties, and obligations had been incurred or contracted by the Surviving Corporation, so that (i) any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if the merger had not taken place, (ii) the Surviving Corporation may be substituted in place of the Merged Corporation, and (iii) neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by the merger; and

(e) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the New Hampshire Business Corporation Act.

6.2. Further Assurances. As and when requested by the Surviving Corporation, or by its successors or assigns, the Merged Corporation will execute and deliver, or cause to be executed and delivered, all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof. In connection therewith, the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

6.3. Accounting Treatment. The assets and liabilities of the Merged Corporation shall be taken up on the books of the Surviving Corporation in accordance with Section 6.1 above and in accordance with generally accepted accounting principles, and the capital surplus and retained earnings accounts of the Surviving Corporation shall be determined, in accordance with generally accepted accounting principles, by the Board of Directors of the Surviving Corporation. Nothing herein shall prevent the Board of Directors of the Surviving Corporation from making any future changes in its accounts in accordance with the provisions of law.

ARTICLE VII

EXECUTION

The proper officers of the Merged Corporation and the Surviving Corporation shall make, execute, and file whatever certificates and documents (including, without limitation, Articles of Merger) are required by the laws of the State of Delaware and the State of New Hampshire, and the Merged Corporation and the Surviving Corporation shall do all acts and things which may be in any way necessary or proper to effect the Plan and the merger provided for herein.

EXECUTED by the Merged Corporation and the Surviving Corporation, by their undersigned duly authorized officers, all as of the Effective Date.

Merged Corporation:
RUBIN & ASSOCIATES, INC.

By: Gerald M. Rubin
Gerald M. Rubin, President

Surviving Corporation:
R & A ACQUISITION CORP.

By: Gerald M. Rubin
Gerald M. Rubin, President