

**THE
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December 28, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

400003083744--3
-12/29/99--01099--013
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed:

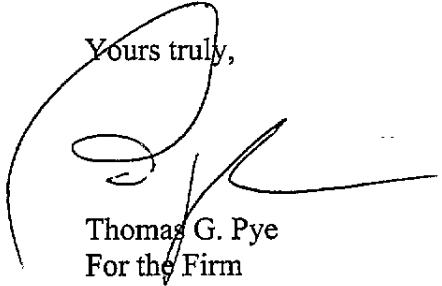
Articles of Merger, Plan of Merger and attached Restated Articles of Brighton Properties the survivor corporation and Ashton Industries, Inc. the corporation which with Brighton Properties Inc., have merged.

If there is any problem, please call me, as it is important to have this matter accepted before the new year.

I enclose a check in the amount of \$ 78.75 as there are 2 corporations, and we desire a certified copy, and there are 8 pages enclosed.

Please file this merger and forward same back to my attention with certification to the above address.

Yours truly,


Thomas G. Pye
For the Firm

Merger
1-11-00
DHT

FILED
99 DEC 29 PM 4:48
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ASHTON INDUSTRIES, INC., a Florida corporation, L21069

INTO

BRIGHTON PROPERTIES, INC., a Florida entity, K38443

File date: December 29, 1999

Corporate Specialist: Doug Spitler

FILED
99 DEC 29 PM 4:48
TALLAHASSEE, FLORIDA

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 is:

Name

Jurisdiction

Brighton Properties, Inc.

a Florida Corporation

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Ashton Industries, Inc.

a Florida Corporation

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 N/A / / (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 12/21/99.

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 12/21/99.

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)

FILED
99 DEC 29 PM 4:18
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Brighton Properties, Inc.	a Florida Corporation

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Ashton Industries, Inc.	a Florida Corporation

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

From the date of merger forward, Brighton Properties, Inc. shall carry forth its business and the business of Ashton Industries, Inc. as one entity, hereinafter know as Brighton Properties, Inc. This includes all obligations of Ashton Industries, Inc., as well as the benefits of any of Ashton Industries, Inc. assets.

see continuation sheet attached

Fourth: 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 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares of Ashton Industries, Inc.: shares shall be replaced, share for share with shares of Brighton Properties, Inc., resulting in the shareholders of Brighton Properties, Inc. each owning 50% of the merged corporation. Prior to merger each shareholder owner 50%. The two corporations, having the same shareholders in each, shall in effect remain in essence, owned in the same proportion as a result of the merger, to wit: 50% each of all issued shares.

(Attach additional sheets if necessary)

MERGER:

Brighton Properties, Inc., the surviving corporation and Ashton Industries, Inc.

PLAN OF MERGER **"THIRD"** CONTINUED

(1) When the merger becomes effective:

- (a) Ashton Industries, Inc. merges into the surviving corporation and the separate existence of Ashton Industries, Inc ceases;
 - (b) The title to all real estate and other property, or any interest therein, owned by Ashton Industries, Inc is vested in the surviving corporation without reversion or impairment;
 - (c) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Ashton Industries, Inc;
 - (d) Any claim existing or action or proceeding pending by or against Ashton Industries, Inc may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation which ceased existence;
 - (e) Neither the rights of creditors nor any liens upon the property of Ashton Industries, Inc shall be impaired by such merger;
 - (f) The articles of incorporation of the surviving corporation are not amended, and
 - (g) The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the merger that are to be converted into shares, rights, obligations, or other securities of the surviving or any other corporation or into cash or other property are converted, and the former holders of the shares are entitled only to the rights provided in the articles of merger or to their rights under s. 607.1302.
- (2) The shares of Ashton Industries, Inc are exchanged as provided in the plan of exchange, and the former holders of the shares are entitled only to the exchange rights provided in the articles of share exchange or to their rights under s. 607.1302.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

see attached

Other provisions relating to the merger are as follows:

N/A

RESTATED ARTICLES OF INCORPORATION OF Brighton Properties, Inc.

The undersigned subscriber to these Restated Articles of Incorporation is a natural person competent to contract and hereby form a corporation under Chapter 607 of the Florida Statutes, the original Articles were filed October 4, 1989 and are restated as a result of the merger of Brighton Properties, Inc., as the surviving corporation; and Ashton Industries, Inc.

ARTICLE 1- NAME

The name of the Corporation is Brighton Properties, Inc., hereafter referred to as "Corporation".

ARTICLE 2 - PURPOSE OF BUSINESS

The purpose of this Corporation is to engage in and transact any and all legal activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county , territory or nation.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 100 SE 20th Street, Ft Lauderdale, Florida 33316 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and the street address of the incorporator of this corporation is:
Walter A. Carreiro, 100 SE 20th Street, Ft Lauderdale, Florida 33316

ARTICLE 5 - DIRECTORS

The Director of the Corporation shall be:

Walter A. Carreiro and William White of 100 SE 20th Street, Ft Lauderdale, Florida 33316.

ARTICLE 6 - CORPORATE CAPITALIZATION

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is seven thousand five hundred (7500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - REGISTERED OWNER

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on their books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is:
Walter A. Carreiro, 100 SE 20th Street, Ft Lauderdale, Florida 33316
The name of the registered agent of this Corporation at that address is Walter A Carreiro.

ARTICLE 11 - EFFECTIVE DATE

These Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Restated Articles of Incorporation under the laws of the State of Florida this December 21, 1999.



Walter A. Carreiro, 100 SE 20th Street, Ft Lauderdale, Florida 33316

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Walter A. Carreiro, 100 SE 20th Street, Ft Lauderdale, Florida 33316 having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and forgoing Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

by: 

Walter A. Carreiro