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ARTICLES OF MERGER
OF
VANDERBILT DESIGNER HOMES, INC.,
a Florida corporation
into
VDH, LLC,
a Florida limited liability company

pay-4614

L04-89788

The undersigned, KENNETH P. BIANCO, being the President of VANDERBILT DESIGNER HOMES, INC., a Florida corporation and KENNETH P. BIANCO, being the sole Manager of VDH, LLC, a Florida limited liability company, do hereby state as follows:

1. The Plan of Merger between VANDERBILT DESIGNER HOMES, INC., a Florida corporation (the "Disappearing Entity") and VDH, LLC, a Florida limited liability company (the "Surviving Entity"), is attached to these Articles of Merger as Exhibit "A."

2. The Effective Date of the Merger shall be the date that these Articles of Merger are accepted for filing by the Florida Department of State.

3. The Plan of Merger between VANDERBILT DESIGNER HOMES, INC., a Florida corporation, and VDH, LLC, a Florida limited liability company, attached hereto as Exhibit "A", was adopted by all of the shareholders and all of the members of the Board of Directors of VANDERBILT DESIGNER HOMES, INC., a Florida corporation, in accordance with the provisions of Chapter 607, Florida Statutes, on December 14, 2004, and adopted by all of the members and all of the managers of VDH, LLC, a Florida limited liability company, in accordance with the provisions of Chapter 608, Florida Statutes, on December 14, 2004.

(SIGNATURES APPEAR ON THE FOLLOWING PAGE)

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 14 day of December, 2004.

WITNESSES:

Michael Annunzi
Joseph Gennaro Joseph Gennaro

VANDERBILT DESIGNER HOMES, INC., a
Florida corporation Disappearing Entity

By: Kenneth P. Bianco
KENNETH P. BIANCO, President

WITNESSES:

Michael Annunzi
Joseph Gennaro Joseph P. Gennaro

VDH, LLC, a Florida limited liability company,
Surviving Entity

By: Kenneth P. Bianco
KENNETH P. BIANCO, Sole Manager

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EXHIBIT "A" TO ARTICLES OF MERGER - PLAN OF MERGER

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PLAN OF MERGER

between

VANDERBILT DESIGNER HOMES, INC. ,

a Florida corporation

and

VDH, LLC,

a Florida limited liability company

1. In accordance with the provisions of this Plan of Merger and the provisions of Section 608.438 et seq. of the Florida Limited Liability Company Act, at the Effective Date (as defined below), VANDERBILT DESIGNER HOMES, INC., a Florida corporation, shall be merged with and into VDH, LLC, a Florida limited liability company (the "Merger"), the separate corporate existence of VANDERBILT DESIGNER HOMES, INC., a Florida corporation (the "Disappearing Entity"), shall cease, and VDH, LLC, a Florida limited liability company (the "Surviving Entity"), shall continue its legal existence pursuant to the laws of Florida under its present name. The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Entities."

2. The Merger shall become effective as of the date the Articles of Merger are accepted for filing by the Florida Department of State (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of the Constituent Entities of every description. The rights, privileges, immunities, powers, franchises and authority of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

5. If at any time after the Effective Date the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers or other representatives of the Surviving Entity or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan of Merger.

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6. The Articles of Organization and Operating Agreement of the Surviving Entity in effect immediately prior to the Effective Date shall continue without change and be the Articles of Organization and Operating Agreement of the Surviving Entity from and after the Effective Date until further amended.

7. From and after the Effective Date, each of the managers of the Surviving Entity shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

8. Upon the Effective Date, by virtue of the Merger and by action of the parties,

a. each share of the Disappearing Entities' common shares shall be cancelled without payment of any consideration and without any conversion; and

b. each issued and outstanding member interest of the Surviving Entity shall remain issued and outstanding.

9. To the extent not expressly stated in this Plan of Merger, upon the Effective Date, hereof all of the provisions of Section 608.4383, Florida Statutes, describing the effect of a merger, shall be applicable.

10. Upon the execution of this Plan of Merger, the Disappearing Entity and the Surviving Entity shall cause appropriate officers or representatives to execute Articles of Merger in such form as is required by applicable Florida law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State.

11. The name and business address of the sole manager of the Surviving Entity is Kenneth P. Bianco, 293 Sunrise Highway, Lynbrook, NY 11563.

(SIGNATURES APPEAR ON THE FOLLOWING PAGE)

IN WITNESS WHEREOF, the Constituent Entities have executed this Plan of Merger as of December 14, 2004.

VANDERBILT DESIGNER HOMES, INC.,
DISAPPEARING ENTITY

By: 
KENNETH P. BIANCO, President

VDH, LLC, SURVIVING ENTITY

By: 
KENNETH P. BIANCO, Sole Manager