



L 44766

ACCOUNT NO. : 072100000032
REFERENCE : 486394 9029A
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 105.00

99 NOV 18 PM 2:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 18, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 486394-005

CUSTOMER NO: 9029A

000003048590--8

CUSTOMER: Bruce Hurwitz, Esq
Frank Effman Weinberg & Black,
Second Floor
8000 Peters Road
Plantation, FL 33324

ARTICLES OF MERGER

U.S.B. ORLANDO, INC.
U.S.B.B.S. KEYS, INC.

INTO

U.S. BRICK & BLOCK SYSTEMS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

RECEIVED
99 NOV 18 AM 11:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

C. COULLIETTE NOV 18 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

U.S.B. ORLANDO, INC., a Florida corporation, P95000067380

U.S.B.B.S. KEYS, INC., a Florida corporation, P98000048903

INTO

U.S. BRICK & BLOCK SYSTEMS, INC., a Florida entity, L44766.

File date: November 18, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER
OF
U.S.B. ORLANDO, INC
AND
U.S.B.B.S KEYS, INC..
INTO
U.S. BRICK & BLOCK SYSTEMS, INC.

FILED
99 NOV 18 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. U.S.B.B.S. KEYS, INC., a Florida corporation and U.S.B. ORLANDO, INC., a Florida corporation (hereinafter collectively referred to as the "Terminating Corporations"), shall be merged with and into U.S. BRICK & BLOCK SYSTEMS, INC., a Florida corporation, which shall be the surviving corporation (hereinafter referred to as the "Surviving Corporation").

2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and shareholders of the Terminating Corporations by written consent on November 15, 1999, and by the directors and shareholders of the Surviving Corporation by written consent dated November 15, 1999.

3 The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of November 16th, 1999.

U.S. BRICK & BLOCK SYSTEMS, INC.
a Florida corporation

By: Arthur Bond
ARTHUR BOND, President

Attest: James Bond
JAMES BOND, Secretary

U.S.B. ORLANDO, INC., a Florida
corporation

By: Arthur Bond
ARTHUR BOND, President

Attest: James Bond
JAMES BOND, Secretary

U.S.B.B.S. KEYS, INC., a Florida corporation

By: *Arthur Bond*
ARTHUR BOND, President

Attest: *James Bond*
JAMES BOND, Secretary

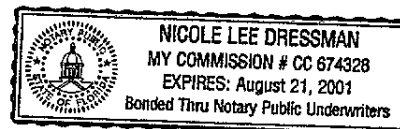
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16th day of November, 1999, by ARTHUR BOND, as President, and JAMES BOND, as Secretary of U.S. B. ORLANDO, INC., a Florida corporation, on behalf of the corporation, who are personally known to me or produced driver's licenses as identification.

My Commission Expires:
August 21, 2001

Nicole Lee Dressman
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BROWARD

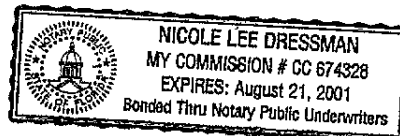


The foregoing instrument was acknowledged before me this 16th day of November, 1999, by ARTHUR BOND, as President and by JAMES BOND as Secretary of U.S. BRICK & BLOCK SYSTEMS, INC., a Florida corporation, on behalf of the corporation, who are personally known to me or produced driver's licenses as identification.

My Commission Expires:
August 21, 2001

Nicole Lee Dressman
NOTARY PUBLIC

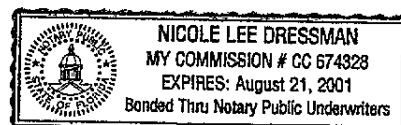
STATE OF FLORIDA
COUNTY OF BROWARD



The foregoing instrument was acknowledged before me this 16th day of November, 1999, by ARTHUR BOND, as President and by JAMES BOND as Secretary of U.S.B.B.S. KEYS, INC., a Florida corporation, on behalf of the corporation, who are personally known to me or produced driver's licenses as identification.

My Commission Expires:
August 21, 2001

Nicole Lee Dressman
NOTARY PUBLIC



PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan") is made this 16th day of November, 1999, by and among U.S.B. ORLANDO, INC., a Florida corporation; U.S.B.B.S. KEYS, INC., a Florida corporation and U.S. BRICK & BLOCK SYSTEMS, INC., a Florida corporation, said corporations hereinafter collectively referred to as "Constituent Corporations."

WITNESSETH:

WHEREAS, U.S.B. ORLANDO, INC. was duly incorporated in the State of Florida and has authorized capital stock of One Hundred (100) Shares (par value \$1.00 per share) of common stock (all of which are entitled to vote), and of which One Hundred (100) Shares of the common voting stock are duly issued and outstanding; and

WHEREAS, U.S.B.B.S. KEYS, INC. was duly incorporated in the State of Florida and has authorized capital stock of One Hundred (100) Shares (par value \$1.00 per share) of common stock (all of which are entitled to vote), and of which One Hundred (100) Shares of the common voting stock are duly issued and outstanding; and

WHEREAS, U.S. BRICK & BLOCK SYSTEMS, INC. was duly incorporated in the State of Florida and has authorized capital stock of Five Thousand (5000) Shares (par value \$1.00 per share) of common stock (all of which are entitled to vote), and of which One Hundred (100) Shares of common voting stock are duly issues and outstanding; and

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, and have adopted on November 15, 1999 a resolution, pursuant to the provisions of the Florida Business Corporation Act of the State of Florida, that U.S.B. ORLANDO, INC. and U.S.B.B.S. KEYS, INC. (hereinafter referred to collectively as the "Terminating Corporations" and individually as the "Terminating Corporation") be merged with and into U.S. BRICK & BLOCK SYSTEMS, INC. (the "Surviving Corporation") in order to combine the assets and business of the Constituent Corporations for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions set forth hereinbelow:

EXHIBIT A

1. RECITALS. The recitals hereinabove are true and correct and are incorporated herein.

2. AGREEMENT TO MERGER. The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Terminating Corporation shall be merged into the Surviving Corporation.

3. NAME OF MERGER CORPORATION. The name of the Surviving Corporation shall continue to be U.S. BRICK & BLOCK SYSTEMS, INC.

4. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger in the State of Florida shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. BYLAWS. The Bylaws of the Surviving Corporation upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

6. DIRECTORS AND OFFICERS. The directors and officers in office of the Surviving Corporation upon the Effective Date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. MODE OF EFFECTING MERGER. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Terminating Corporations into shares of the Surviving Corporation, shall be as follows:

Since all the shares of the issued and outstanding capital stock of the Terminating Corporations and of the Surviving Corporation are presently owned by the shareholders in the same percentages, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholders after the Effective Date. Upon the Effective Date of the merger, the shareholders of the Terminating Corporations shall surrender their certificate or certificates to the Surviving Corporation and such certificate or certificates shall be canceled. The other outstanding shares of the Surviving Corporation owned by the shareholders shall continue thereafter to constitute all of the outstanding stock in such surviving Corporation.

8. SUBMISSION OF PLAN TO SHAREHOLDERS. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the Terminating Corporations and the

Surviving Corporation for their adoption or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act of the State of Florida.

9. EXECUTION OF DOCUMENTS. In the event that the merger of the Terminating Corporations with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act of the State of Florida, the Terminating Corporations and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. AUTHORIZATION OF DIRECTORS AND OFFICERS. The Board of Directors and the proper officers of the Terminating Corporations and of the Surviving Corporation, respectively are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

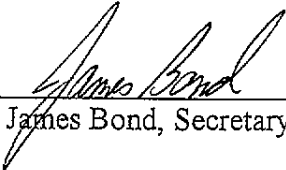
11. EFFECTIVE DATE. This Plan shall become effective on the date when the Articles of Merger are filed with the Florida Department of State (the "Effective Date"). The term "Effective Date" wherever used in this Plan, shall mean the Effective Date herein described.

12. RIGHT TO ABANDON MERGER. The Board of Directors of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the Effective Date.

{Signatures are on the following page}

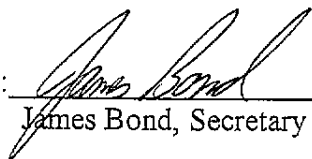
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.


U.S.B. ORLANDO, INC.,
a Florida corporation

Attest: 
James Bond, Secretary

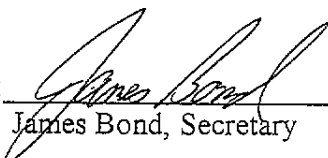
By:  (Seal)
Arthur Bond, President

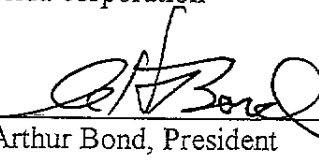
U.S.B.B.S. KEYS, INC.
A Florida corporation

Attest: 
James Bond, Secretary

By:  (Seal)
Arthur Bond, President

U.S. BRICK & BLOCK SYSTEMS, INC.,
a Florida corporation

Attest: 
James Bond, Secretary

By:  (Seal)
Arthur Bond, President