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BLOCH MINERLEY PL

FAX NO. 561 447 9884

P. 01

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Division of Corporations
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((H01000114241 2)))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

BVA ASSOCIATES, INC.

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BVA, INC., a New Jersey corporation, not qualified in Florida

INTO

BVA ASSOCIATES, INC., a Florida entity, P01000048421

File date: November 14, 2001

Corporate Specialist: Karen Gibson

NOV-14-01 WED 11:24 AM BLOCH MINERLEY PL FAX NO. 561 447 9884
(850)487-6013 11/14/01 11:02 PM Dept of State

P. 02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2001

BVA ASSOCIATES, INC.
7383 ORANGEWOOD LANE, #405
BOCA RATON, FL 33433

SUBJECT: BVA ASSOCIATES, INC.
REF: P01000048421

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000114241
Letter Number: 201A00061395

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H01000114241 2

ARTICLES OF MERGER

OF

BVA, INC.
(a New Jersey corporation)

AND

BVA Associates, INC.
(a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. BVA, INC. ("BVA, INC."), a New Jersey corporation, shall be merged with and into BVA Associates, INC. ("BVA ASSOCIATES, INC."), a Florida corporation, which shall be the surviving corporation.
2. The merger shall become effective on the day that both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of New Jersey (the "Effective Time").
3. The Agreement and Plan of Merger dated June 30, 2001 pursuant to which BVA, INC. shall be merged with and into BVA ASSOCIATES, INC. (the "Merger"), was adopted by the sole shareholder of BVA, INC. by written consent dated June 30, 2001, and by the sole shareholder of BVA ASSOCIATES, INC., by written consent dated June 30, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of October 18, 2001

BVA, INC. a New Jersey corporation

By: 
Gilbert Mintz, President

BVA ASSOCIATES, INC., a Florida corporation

By: 
Gilbert Mintz, President

H01000114241 2

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18th day of OCTOBER, 2001, by GILBERT MINTZ as President of BVA, INC., a New Jersey corporation, on behalf of the corporation, who is ✓ personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:



Stuart E. Bloch
MY COMMISSION # CC708513 EXPIRES
April 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Stuart E. Bloch

print name
State of Florida at Large
My Commission Expires:

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18th day of OCTOBER, 2001, by GILBERT MINTZ as President of BVA ASSOCIATES, INC., a Florida corporation, on behalf of the corporation, who is ✓ personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:



Stuart E. Bloch
MY COMMISSION # CC708513 EXPIRES
April 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Stuart E. Bloch

print name
State of Florida at Large
My Commission Expires:

AGREEMENT AND PLAN OF MERGER

BETWEEN

BVA, INC.
(a New Jersey corporation)

AND

BVA ASSOCIATES, INC.
(a Florida corporation)

Agreement and Plan of Merger dated JUNE 30, 2001 between BVA, Inc. ("BVA, INC."), a New Jersey corporation, and BVA Associates, Inc. ("BVA ASSOCIATES, INC."), a Florida corporation.

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the New Jersey General Corporation Law and the Florida Business Corporation Act, at the Effective Time, BVA, INC. shall be merged with and into BVA Associates, Inc. (the "Merger"), the separate and corporate existence of BVA, INC. shall cease, and BVA ASSOCIATES, INC. shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (BVA, INC. and BVA ASSOCIATES, INC. are collectively referred to as the "Constituent Corporations.")
2. The Merger shall become effective on the day that both a Certificate of Merger has been filed by the Secretary of State of New Jersey and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

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(a) Each issued and outstanding share of the capital stock of BVA, INC. shall be (canceled without payment of any consideration and without any conversion) [or other appropriate terms]; and

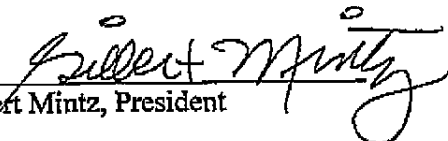
(b) Each issued and outstanding share of capital stock of BVA ASSOCIATES, INC. shall remain issued and outstanding.

5. The articles of incorporation of BVA ASSOCIATES, INC. in effect immediately prior to the Effective Time, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

Attest:



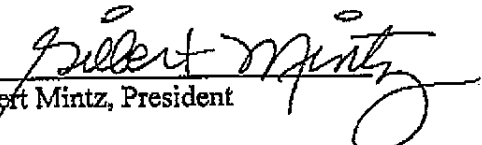
BVA, INC., a New Jersey
corporation

By: 
Gilbert Mintz, President

Attest:



BVA ASSOCIATES, INC.,
a Florida corporation

By: 
Gilbert Mintz, President

H01000114241 2

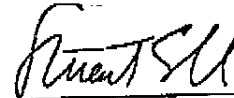
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30 day of JUNE, 2001, by GILBERT MINTZ as President of BVA, Inc., a New Jersey corporation, on behalf of the corporation. He is ✓ personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:



print name

State of Florida at Large

My Commission Expires:



Stuart E. Bloch
MY COMMISSION # CC708313 EXPIRES
April 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30 day of JUNE, 2001, by GILBERT MINTZ as President of BVA ASSOCIATES, Inc., a Florida corporation, on behalf of the corporation. He is ✓ personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

Stuart E. Bloch

print name

State of Florida at Large

My Commission Expires:



Stuart E. Bloch
MY COMMISSION # CC708513 EXPIRES
April 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.