

P01000117496

MICHAEL STERN

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 21 AM 10:37

December 20, 2001

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500004735895--2
-12/21/01--01043--008

Re: Merger of Stanley Industries, Inc. into Stanley Industries of South Florida, Inc.

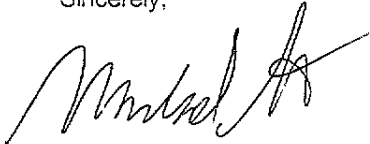
*****78.75 *****78.75

Dear Sir or Madam:

I represent Stanley Industries of South Florida, Inc. and Stanley Industries, Inc. in the above matter. Stanley Industries, Inc. is merging into Stanley Industries of South Florida, Inc. Enclosed are an original and one copy of the Articles of Merger and Plan of Merger. Please file the original and send me a certified copy back to my attention. A check in the amount of \$78.75 is enclosed to cover the costs of this matter.

If you have any questions, please call me.

Sincerely,



Michael Stern
FL Bar No. 0103004

Merger

V SHEPARD JAN 2 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

STANLEY INDUSTRIES, INC., a California corporation, F96000005020

INTO

STANLEY INDUSTRIES OF SOUTH FLORIDA, INC., a Florida entity,
P01000117496

File date: December 21, 2001

Corporate Specialist: Velma Shepard

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Stanley Industries of South Florida, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Stanley Industries, Inc.</u>	<u>California</u>
_____	_____
_____	_____
_____	_____
_____	_____

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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 ____/____/____ (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____.

12/10/01 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 12/10/01.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Stanley Industries, Inc.

A. H. F.

Robert Alexander, President

Stanley Industries, Inc.

[Signature]

Steven Alexander, V. P

Stanley Industries, Inc.

A. Ceeferney

Jerome Alexander, Secretary

Stanley Industries of South Florida, Inc.

[Signature]

Robert Alexander, President

Stanley Industries of South Florida, Inc

Mex

- Steven Alexander, U. P.

Stanley Industries of Sa

Adyats H. Clefendy

Jerome Alexander, Secretary

Figure 1

Age Group	Total	Male	Female	Male	Female
18-24	1.0%	0.5%	0.5%	0.5%	0.5%
25-34	0.5%	0.2%	0.3%	0.2%	0.3%
35-44	0.5%	0.2%	0.3%	0.2%	0.3%
45-54	0.5%	0.2%	0.3%	0.2%	0.3%
55-64	0.5%	0.2%	0.3%	0.2%	0.3%
65-74	0.5%	0.2%	0.3%	0.2%	0.3%
75+	0.5%	0.2%	0.3%	0.2%	0.3%

0 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99

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:

Name

Jurisdiction

Stanley Industries of South Florida, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Stanley Industries, Inc.

California

Third: The terms and conditions of the merger are as follows: At the time the merger shall become effective Stanley Industries of South Florida, Inc. shall be the surviving corporation of the merger and shall continue to exist as a corporation under the laws of Florida, with all of the rights and obligations as are provided by the Florida Statutes. Stanley Industries, Inc. shall cease to exist and its property shall become the property of Stanley Industries of South Florida, Inc. The Bylaws of Stanley Industries of South Florida, Inc. shall continue as the Bylaws of the surviving corporation. The directors and officers of Stanley Industries of South Florida, Inc. shall continue as the directors and officers of the surviving corporation. The terms and conditions of this plan are solely for the benefit of the parties hereto and the shareholders of Stanley Industries, Inc. and the members of Stanley Industries of South Florida, Inc. and no person not a party to this plan shall have any rights or benefits whatsoever under this plan, either as a third party beneficiary or otherwise.

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: At the time the merger shall become effective, all of the issued and outstanding shares of capital stock of Stanley Industries, Inc. issued and outstanding immediately prior to the merger shall be surrendered to Stanley Industries of South Florida, Inc. and converted into the like number of shares of capital stock of Stanley Industries of South Florida, Inc. and shall represent all of the outstanding capital stock of Stanley Industries of South Florida, Inc. No shares of capital stock of Stanley Industries of South Florida, Inc. have been issued prior to the approval of the Merger by the Board of Directors of Stanley Industries of South Florida, Inc.

(Attach additional sheets if necessary)

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:

Other provisions relating to the merger are as follows: