



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 417961 150991A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : January 30, 2004
ORDER TIME : 2:14 PM
ORDER NO. : 417961-005
CUSTOMER NO: 150991A
CUSTOMER: Ms. Sandra G. Rennick
Gould Cooksey Fennell O'neill
979 Beachland Boulevard
Vero Beach, FL 32963

ARTICLES OF MERGER

KABA HOLDINGS, Inc.

INTO

KABA HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY QUANTITY: TWO (2)
 PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
KABA HOLDINGS, INC., A NEW JERSEY CORPORATION
INTO
KABA HOLDINGS, INC., A FLORIDA CORPORATION**

FILED
04 JAN 30 AM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") **KABA HOLDINGS, INC., a New Jersey Corporation**, and **KABA HOLDINGS, INC., a Florida Corporation**, adopt the following Articles of Merger.

1. **Director Adoption.** The Plan of Merger dated the 25th day of July, 2003, between **KABA HOLDINGS, INC., a New Jersey Corporation**, and **KABA HOLDINGS, INC., a Florida Corporation**, (the "Plan of Merger") was adopted unanimously by (i) the Directors of **KABA HOLDINGS, INC., a New Jersey Corporation**, on the 25th day of July, 2003; and (ii) the Directors of **KABA HOLDINGS, INC., a Florida Corporation**, on the 25th day of July, 2003.

2. **Stockholder Approval.** The Plan of Merger was unanimously approved by (i) the shareholders of **KABA HOLDINGS, INC., a New Jersey Corporation** on the 25th day of July, 2003; and (ii) the shareholders of **KABA HOLDINGS, INC., a Florida Corporation**, on the 25th day of January, 2003.

3. **Merger; Surviving Corporation.** Pursuant to the Plan of Merger, all issued and outstanding shares of stock of **KABA HOLDINGS, INC., a New Jersey Corporation** and all issued and outstanding shares of stock of **KABA HOLDINGS, INC., a Florida Corporation**, will be acquired by

means of a merger of **KABA HOLDINGS, INC., a New Jersey Corporation** into **KABA HOLDINGS, INC., a Florida Corporation**, which will be the surviving corporation ("Merger").

4. Incorporation of Plan of Merger. The Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein.

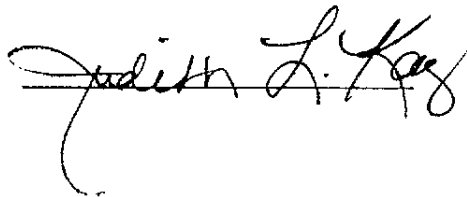
5. Articles of Organization of Surviving Corporation. The Articles of Incorporation of **KABA HOLDINGS, INC., a Florida Corporation**, is in force and effect at the effective time of the Merger and shall continue to be the Articles of Incorporation of the surviving corporation until amended or changed in accordance with the provisions of Florida Corporation Laws.

6. Effective Date. Pursuant to Section 607.1105(1)(b) of the Act, the date of the effectiveness of the Merger shall be on the 25th day of July, 2003.

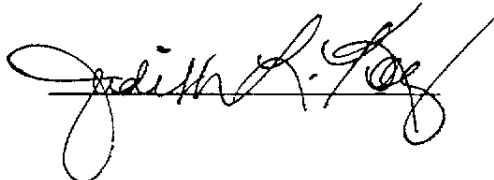
IN WITNESS WHEREOF, the parties have set their hands this 25th day of July, 2003.

Witnesses:

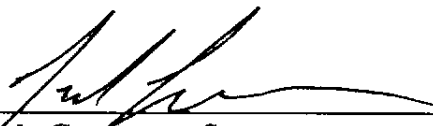








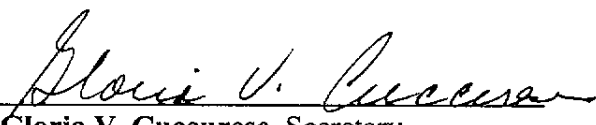
KABA HOLDINGS, INC., a New Jersey Corporation

By: 

Nando Cuccurese, Secretary

(Corporate Seal)

KABA HOLDINGS, INC., a Florida Corporation

By: 

Gloria V. Cuccurese, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 25th day of July, 2003, by **Nando Cuccurese**, as Secretary of **KABA HOLDINGS, INC., a New Jersey Corporation**, on behalf of the Corporation and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me or has produced _____ as identification.



A handwritten signature in black ink, appearing to be 'Sandra G. Rennick', written over a horizontal line.

Notary Public of Florida
Commission No.
Expiration Date:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 25th day of July, 2003, by **Gloria V. Cuccurese**, as Secretary of **KABA HOLDINGS, INC., a Florida Corporation**, on behalf of the Corporation and that she acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. She is personally known to me or has produced _____ as identification.



A handwritten signature in black ink, appearing to be 'Sandra G. Rennick', written over a horizontal line.

Notary Public of Florida
Commission No.
Expiration Date:

EXHIBIT "A"

PLAN OF MERGER

THIS AGREEMENT is made between **KABA HOLDINGS, INC.**, a New Jersey Corporation, and **KABA HOLDINGS, INC.**, a Florida Corporation. All above referenced corporations are collectively referred to in this agreement as the "Constituent Corporations".

The respective Directors of the Constituent Corporations deem it advisable that **KABA HOLDINGS, INC.**, a New Jersey Corporation (the "Disappearing Corporation"), be merged into **KABA HOLDINGS, INC.**, a Florida Corporation ("Surviving Corporation"). Therefore, in consideration of the premises and of the mutual agreements contained in this agreement, the Constituent Corporations agree to merge on the terms and conditions stated below.

1. **Merger.** This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Chapters 607 and 608 of the Florida Business Corporation Act and Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. **Agreement to Merge.** The Constituent Corporations agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

3. **Place of Registered Office of Surviving Corporation.** The registered office of the Surviving Corporation shall be located at 2285 SW Golden Bear Way, Palm City, FL 34990.

4. **Purposes of Surviving Corporation.** The purposes of the Surviving Corporation shall include the following:

- (i) transact business in the State of Florida, to include investment in real property.

5. **Articles of Incorporation.** The Articles of Incorporation and By-laws of the Surviving Corporation in effect immediately prior to the Effective Date of Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation and By-laws of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

6. **Authorized Shares of Surviving Corporation.** The present number of shares that the Disappearing Corporation is authorized to issue is as follows:

Name of Corporation	Authorized Shares	Par Value	Issued and Outstanding	Current Ownership
Kaba Holdings, Inc.	200	\$1.00/ share	200	Nando Cuccurese (150 shares) Gloria Cuccurese (50 share)

The present number of units that the Surviving Corporation is authorized to issue is 10,000 voting units of which 1,000 shares are now issued and outstanding and held and owned as follows:

Nando R. Cuccurese	500 shares (50%)
Gloria V. Cuccurese	500 shares (50%)

7. **Director.** The present Directors of the Surviving Corporation shall continue as Directors until their successors are duly elected or designated after the Effective Date of the merger, as follows: Nando R. Cuccurese and Gloria V. Cuccurese

8. **Name and Residence of Agent of Corporation.** Nando R. Cuccurese, 2285 SW Golden Bear Way, Palm City, Florida 34990, is appointed as the person on whom process, tax notices and demands against **KABA HOLDINGS, INC.**, a Florida Corporation, or any of the Constituent Corporations, may be served.

9. Distribution to Stockholders of the Constituent Corporations. Upon the Effective Date, (i) the 200 shares of \$1.00 par value common stock of **KABA HOLDINGS, INC.**, a New Jersey Corporation issued and outstanding and held and owned by Nando Cuccurese, as to 150 shares and Gloria Cuccurese as to 50 share, shall, without more, be surrendered for cancellation. Accordingly, upon the Effective Date, the total issued and outstanding units in the Surviving Corporation shall be 10,000 shares and, will be owned as follows:

Nando R. Cuccurese	500 Shares
Gloria V. Cuccurese	500 Shares

10. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Corporation.

11. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to their restrictions, liabilities, disabilities, and duties, all as more particularly set forth and prescribed under applicable law.

12. Supplemental Action. If at any time after the Effective Date, the Surviving Corporation 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, the appropriate officers of the Disappearing Corporation, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, 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 Surviving Corporation, or to otherwise carry out the provisions of this Plan.

13. Effective Date and Filing. The Effective Date of the merger agreed upon in this Plan of Merger shall be the 25th day of July, 2003, notwithstanding the filing date of the Articles of Merger. The Constituent Corporations shall cause their respective Presidents or Vice Presidents or Managers to execute and file Articles of Merger and such other documents and instruments and to take such further actions as are required to conform to and comply with the applicable laws of the respective states of the Constituent Corporations.

14. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any of the Constituent Corporations which are, or the shareholders or members of which are, entitled to the benefit thereof by action taken by the Board of Directors or the Manager of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with applicable law of the respective states of the Constituent Corporations.

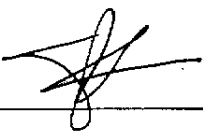
15. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by consent of the Director or Managers of all Constituent Corporations, notwithstanding favorable action by the stockholders or members of the respective Constituent Corporations.

IN WITNESS WHEREOF, each Constituent Corporation has caused its corporate seal to be placed below and its corporate name to be signed below by its Secretary or President who is duly authorized by their respective Board of Directors, stockholders and members to execute this Agreement.

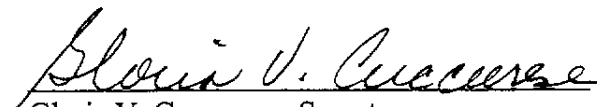
Executed on the 25 day of July, 2003, at Vero Beach, Florida.

Witnesses:

KABA HOLDINGS, INC., a Florida Corporation



Judith L. Kay


By: 

Gloria V. Cuccurese, Secretary

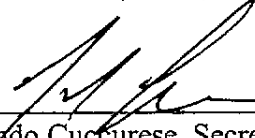
(Corporate Seal)

("Surviving Corporation")

KABA HOLDINGS, INC., a New Jersey Corporation



Judith L. Kay

By: 

Nardo Cuccurese, Secretary

(Corporate Seal)

("Disappearing Corporation")

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 25 day of July, 2003, by **Gloria V. Cuccurese**, as Secretary of **KABA HOLDINGS, INC., a Florida Corporation**, on behalf of the Corporation and that she acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. She is personally known to me or has produced _____ as identification.



Notary Public of Florida
Commission No.
Expiration Date:



STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 25 day of July, 2003, by **Nando Cuccurese**, as Secretary of **KABA HOLDINGS, INC., a New Jersey Corporation**, on behalf of the Corporation and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me or has produced _____ as identification.



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