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TALLAHASSEE, FLORIDA

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Aff: Teresa - Please give original submission
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MERGER OR SHARE EXCHANGE Thanks.

ACORN REAL ESTATE DEVELOPMENT CORPORATION

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DIVISION OF CORPORATIONS

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DEC. 8. 2003 4:32PM

CORPORATION SVC CO

NO. 673 P. 2/10

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**ARTICLES OF MERGER
OF**

ACORN REAL ESTATE CORPORATION,
a Massachusetts corporation

INTO

ACORN REAL ESTATE DEVELOPMENT CORPORATION,
a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1105, Florida Statutes, and Massachusetts General Laws Chapter 156B, §79 these Articles of Merger provide that:

1. **ACORN REAL ESTATE CORPORATION**, a Massachusetts corporation (the "Merged Corporation"), shall be merged with and into **ACORN REAL ESTATE DEVELOPMENT CORPORATION**, a Florida corporation. Acorn Real Estate Development Corporation shall be the surviving corporation in the merger (the "Surviving Corporation").
2. The merger shall become effective upon filing (the "Effective Date").
3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation.
4. The Agreement and Plan of Merger has been submitted to the shareholders of the Surviving Corporation and the Merged Corporation for their consent and approval in accordance with §607.1103 of the Florida Business Corporation Act on November 18th 2003 and has been adopted and approved in accordance with the laws of the State of Florida.
5. The Agreement and Plan of Merger has been submitted to the shareholders of the Surviving Corporation and the Merged Corporation for their consent and approval in accordance with Massachusetts General Laws Chapter 156B, §79 on November 18th 2003 and has been adopted and approved in accordance with the laws of the State of Massachusetts.

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IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused these Articles of Merger to be executed by their respective officers this 18th day of November, 2003.

ACORN REAL ESTATE CORPORATION, a
Massachusetts corporation

By:


STEPHEN VITELLO

ACORN REAL ESTATE DEVELOPMENT
CORPORATION, a Florida corporation

By:


STEPHEN VITELLO

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 25th day of November, 2003 by and between ACORN REAL ESTATE CORPORATION, a Massachusetts corporation (hereinafter sometimes referred to as the "Merged Corporation") and ACORN REAL ESTATE DEVELOPMENT CORPORATION, a Florida corporation (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation being hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the parties desire that the Merged Corporation merge into the Surviving Corporation in a manner which conforms to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and in a manner which conforms to Section 607.1108 of the Florida Business Corporation Act and Chapter 156B, Section 79 of the Massachusetts General Laws.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. **Merger.** The Merged Corporation shall merge into the Surviving Corporation in accordance with the laws of the State of Florida and in accordance with the laws of the State of Massachusetts.
2. **Effective Date.** The merger shall become effective upon filing Articles of Merger with the Secretary of State of Florida (the "Effective Date").
3. **Rights of the Surviving Corporation.** Upon the Effective Date: (a) the Merged Corporation and the Surviving Corporation shall become a single corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merged Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Corporation, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Corporation shall vest in the Surviving Corporation without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Corporation shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall be unimpaired; the Surviving Corporation shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Corporations; and all debts, liabilities and obligations of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Corporations; and (d) without limitation of the foregoing provisions of this Section 3, all corporate acts, plans, policies, contracts, approvals and authorizations of the

Constituent Corporations, their shareholders, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation as they were with respect to the Constituent Corporations.

4. **Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain the officers and directors of the Surviving Corporation.

5. **Designation and Number of Outstanding Shares.** The designation and number of outstanding shares of each class and series of stock are as follows:

a. The Merged Corporation has two hundred thousand (200,000) shares of authorized common stock and two hundred thousand (200,000) shares are issued and outstanding; and

b. The Surviving Corporation has one thousand (1,000) shares of authorized common stock and one thousand (1,000) shares are issued and outstanding.

6. **Amendment.** Reserved.

7. **Effect of the Merger Upon the Shares of the Constituent Corporations.** On the effective date of the merger and without any action on the part of parties or otherwise, each issued and outstanding share of stock in the Merged Corporation shall be converted into the right to receive one share of common stock of the Surviving Corporation.

8. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

9. **Waivers and Amendments.** This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

10. **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

11. **Headings.** The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

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12. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

13. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

ACORN REAL ESTATE CORPORATION, a
Massachusetts corporation

By:

STEPHEN VITIELLO

ACORN REAL ESTATE DEVELOPMENT
CORPORATION, a Florida Corporation

By:

STEPHEN VITIELLO

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**ACORN REAL ESTATE DEVELOPMENT CORPORATION
UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
AND THE SHAREHOLDERS
IN LIEU OF A MEETING**

The undersigned, being all of the directors and all of the shareholders of Acorn Real Estate Development Corporation (the "Corporation"), do hereby take the following actions and approve the following resolutions by written consent in lieu of organizational meeting, pursuant to and in accordance with Massachusetts General Laws Chapter 156B, Section 43 and Massachusetts General Laws Chapter 156B, Section 59:

NOW THEREFORE, BE IT RESOLVED, that the Corporation be, and it hereby is authorized to adopt an Agreement and Plan of Merger, substantially in the form attached hereto as Exhibit A, between Acorn Real Estate Corporation, a Massachusetts corporation ("Acorn Massachusetts") and the Corporation, pursuant to which, among other things, Acorn Massachusetts will be merged with and into the Corporation, which will be the surviving corporation; and it is further.

FURTHER RESOLVED, that the proper officers of the Corporation hereby are, and each of them with full authority to act without the others hereby is, authorized to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay such fees and expenses as in their or his judgment shall be necessary, proper or advisable in order fully to carry out the intent and to accomplish the purposes of the foregoing resolution, and the execution by any of such officers of any of such instruments or documents, or the doing by any of them of any act in connection with the merger shall conclusively establish their or his

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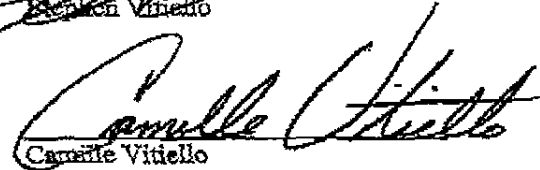
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authority therefor from the Corporation and the approval and ratification by the Corporation of the instruments and documents so executed and the actions so taken.

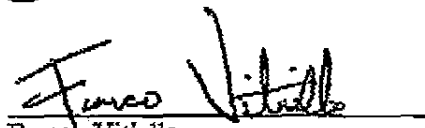
IN WITNESS WHEREOF, the undersigned directors and shareholders of the Corporation, have executed this Written Consent effective as of the 18th day of November, 2003. This Written Consent shall be filed in the minute book of the Company and become a part of the records of the Corporation.



Stephen Vitiello



Camille Vitiello



Franco Vitiello

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**ACORN REAL ESTATE DEVELOPMENT CORPORATION
UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
AND THE SHAREHOLDERS
IN LIEU OF A MEETING**

The undersigned, being all of the directors and all of the shareholders of Acorn Real Estate Development Corporation (the "Corporation"), do hereby take the following actions and approve the following resolutions by written consent in lieu of organizational meeting, pursuant to and in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act:

NOW THEREFORE, BE IT RESOLVED, that the Corporation be, and it hereby is authorized to adopt an Agreement and Plan of Merger, substantially in the form attached hereto as Exhibit A, between Acorn Real Estate Corporation, a Massachusetts corporation ("Acorn Massachusetts") and the Corporation, pursuant to which, among other things, Acorn Massachusetts will be merged with and into the Corporation, which will be the surviving corporation; and it is further.

FURTHER RESOLVED, that the proper officers of the Corporation hereby are, and each of them with full authority to act without the others hereby is, authorized to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay such fees and expenses as in their or his judgment shall be necessary, proper or advisable in order fully to carry out the intent and to accomplish the purposes of the foregoing resolution, and the execution by any of such officers of any of such instruments or documents, or the doing by any of them of any act in connection with the merger shall conclusively establish their or his


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authority therefor from the Corporation and the approval and ratification by the Corporation of the instruments and documents so executed and the actions so taken.

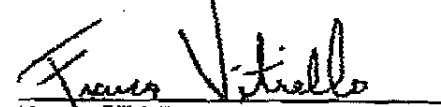
IN WITNESS WHEREOF, the undersigned directors and shareholders of the Corporation, have executed this Written Consent effective as of the 18th day of November, 2003. This Written Consent shall be filed in the minute book of the Company and become a part of the records of the Corporation.



Stephen Vitiello



Carmelo Vitiello



Franco Vitiello

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