

P33010



ACCOUNT NO. : 072100000032

REFERENCE : 441224 4612432

AUTHORIZATION

*Patricia Pizito*

COST LIMIT : \$ 78.75

FILED  
99 OCT 28 PM 3:43  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : October 28, 1999

ORDER TIME : 12:22 PM

ORDER NO. : 441224-005

000003028160--4

CUSTOMER NO: 4612432

CUSTOMER: Rita M. Boselli, Esq  
Archer & Greiner, P. C.  
One Centennial Square

Haddonfield, NJ 08033

ARTICLES OF MERGER

U.S. BLOCK CORP.

INTO

WHIBCO, INC.

C. COULLIETTE OCT 29 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
99 OCT 28 PM 1:42  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

U.S. BLOCK CORP., a Florida corporation, J52180

INTO

**WHIBCO, INC.**, a New Jersey entity, P33010

File date: October 28, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**CERTIFICATE AND ARTICLES OF MERGER  
OF  
U.S. BLOCK CORP.  
INTO  
WHIBCO, INC.**

**FILED**  
**99 OCT 28 PM 3:44**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

TO: The Secretary of State  
State of New Jersey

The Department of State  
State of Florida

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act and Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Certificate and Articles of Merger:

**ARTICLE I**

U.S. BLOCK CORP., a Florida corporation (the "Company"), shall be merged into WHIBCO, INC., a New Jersey corporation (the "Surviving Corporation" and, together with the Company, the "Constituent Corporations").

**ARTICLE II**

The name of the Surviving Corporation after the effective date of the Merger shall be WHIBCO, INC.

**ARTICLE III**

A copy of the Agreement and Plan of Merger (the "Plan of Merger") is attached to and made a part of this Certificate and Articles of Merger. The Plan of Merger was approved by (i) the sole shareholder entitled to vote thereon of the Company by written consent dated October 27, 1999 and (ii) the Board of Directors of the Surviving Corporation by unanimous written consent dated October 27, 1999, in the manner prescribed by the New Jersey Business Corporation Act and the Florida Business Corporation Act, as applicable.

#### ARTICLE IV

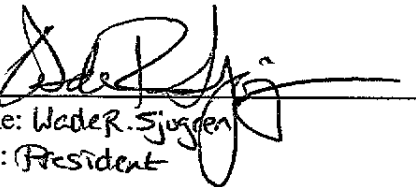
As to the Company, the shareholders who are entitled to vote, the number of shares outstanding entitled to vote on the Plan of Merger, and the number of shares which voted for and against the Plan of Merger, are:

<u>Name of Corporation</u>	<u>Designation and Total Number of Shares Outstanding</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
U.S. BLOCK CORP.	<u>100</u> shares of Common Stock	<u>100</u>	<u>0</u>

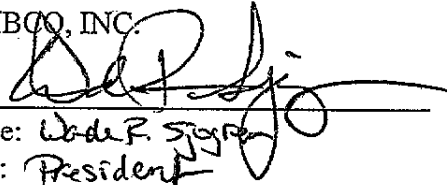
As to the Surviving Corporation, the Plan of Merger was approved by the Board of Directors and no vote of the shareholders was required because this merger is governed by Section 14A:10-3(4) of the New Jersey Business Corporation Act and Section 607.1103(7) of the Florida Business Corporation Act.

Dated: October 27, 1999

U.S. BLOCK CORP.

By:   
Name: Wade R. Sjogren  
Title: President

Dated: October 27, 1999

WHIBCO, INC.  
By:   
Name: Wade R. Sjogren  
Title: President

**AGREEMENT AND PLAN OF MERGER  
OF  
U.S. BLOCK CORP.  
INTO  
WHIBCO, INC.**

AGREEMENT OF MERGER dated Oct. 27, 1999 (the "Agreement"), by and between U.S. BLOCK CORP., a Florida corporation (the "Company"), and WHIBCO, INC., a New Jersey corporation (the "Surviving Corporation"), said corporations being hereinafter collectively referred to as the "Constituent Corporations".

WHEREAS, the sole shareholder and all of the directors of the Company and all of the directors of the Surviving Corporation deem it desirable and in the best interest of the Constituent Corporations that the Company be merged into the Surviving Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and premises herein contained, the Constituent Corporations agree, pursuant to the applicable provisions of the New Jersey Business Corporation Act and the Florida Business Corporation Act, that the Company shall be merged into the Surviving Corporation as a single corporation (the "Merger") and that the terms of such Merger and the mode of carrying the same into effect are and shall be as follows:

**ARTICLE I**

The Company shall be merged into the Surviving Corporation and the corporate existence of the Company shall cease and the corporate existence of the Surviving Corporation shall continue under the name WHIBCO, INC., and the Surviving Corporation shall become the owner without transfer of all rights and property of the Company and the Surviving Corporation shall

become subject to all the debts and liabilities of the Company in the same manner as if the Surviving Corporation had itself incurred them.

## ARTICLE II

The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the Merger, shall be and continue to be the Certificate of Incorporation of the Surviving Corporation.

## ARTICLE III

The By-Laws of the Surviving Corporation, as in effect immediately prior to the effective date of the Merger, shall be and continue to be the By-Laws of the Surviving Corporation until thereafter amended.

## ARTICLE IV

As of the effective date of the Merger, those persons who immediately prior thereto were the directors and officers of the Surviving Corporation shall continue to serve as directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

## ARTICLE V

The manner and basis of dealing with the outstanding shares of capital stock of the Constituent Corporations shall be as follows:

(a) On the effective date of the Merger, the 100 shares of the Company's Common Stock, no par value, issued and outstanding immediately prior to the effective date of the Merger (said 100 shares represent all of the issued and outstanding stock of the Company prior to the effective date of the Merger) shall, by virtue of the Merger, be eliminated and cease to exist, and the certificates representing such shares shall be cancelled and retired of record, and

no additional shares, other securities, obligations or cash of the Surviving Corporation shall be issued in exchange thereof.

(b) None of the shares of the Stock of the Surviving Corporation issued at the effective time of the Merger shall be converted, as a result of the merger, but all such shares shall remain issued shares of Stock of the Surviving Corporation.

#### ARTICLE VI

This Agreement has been approved and adopted by the sole shareholder and the Board of Directors of the Company and the Board of Directors of the Surviving Corporation as provided by law. Subject to the conditions contained in this Agreement, a Certificate and Articles of Merger shall be executed and delivered to the Secretary of State of New Jersey for filing in accordance with the New Jersey Business Corporation Act and the Department of State of the State of Florida in accordance with the Florida Business Corporation Act.

#### ARTICLE VII


Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned at any time before the effective date of the Merger, whether before or after adoption or approval of this Agreement, or at the direction of the board of directors of either Constituent Corporation.

#### ARTICLE VIII


This Agreement and Plan of Merger shall be effective on the date hereof.

IN WITNESS WHEREOF, this Agreement has been duly executed on the day and year  
first above written.

U.S. BLOCK CORP.

BY:   
Name: Wade R. Sigg  
Title: President

WHIBCO, INC.

BY:   
Name: Wade R. Sigg  
Title: President

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