

Division of Corporations

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Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

400 CORP.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AR MARTIN CORP., a Florida corporation, document number P95000000480

CONCORD HOMES, INC., a Florida corporation, document number  
P98000038653

ROYAL COAST CUILDERS, INC., a Florida corporation, document number  
P98000000798

INTO

400 CORP. which changed its name to

**AR CUSTOM HOMES, INC.**, a Florida corporation, P93000026131

File date: May 28, 1999, effective June 1, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER  
OF  
AR MARTIN CORP.,  
CONCORD HOMES, INC., AND  
ROYAL COAST BUILDERS, INC.  
INTO  
400 CORP.

EFFECTIVE DATE

6-1-99

Pursuant to Sections 607.1103 and 607.1105, of the Florida Business Corporation Act (the "Act"), AR MARTIN CORP. ("Martin"), a Florida corporation, document number P95000000480; CONCORD HOMES, INC. ("Concord"), a Florida corporation, document number P98000038653; ROYAL COAST BUILDERS, INC. ("Royal Coast"), a Florida corporation, document number P98000000798; and 400 CORP. ("400" or "Survivor"), a Florida corporation, document number P93000026131, adopt the following Articles of Merger merging Martin, Concord and Royal Coast into 400:

ARTICLE 1

PLAN AND AGREEMENT OF MERGER

The Plan and Agreement of Merger (the "Plan") is attached to and made a part of these Articles of Merger.

ARTICLE 2

CHANGE OF NAME

The name of the Survivor is changed to: AR Custom Homes, Inc.

ARTICLE 3

SHAREHOLDER APPROVAL OF PLAN

The sole director and a majority of the shareholders of each of Martin, Concord, Royal Coast and 400 approved the Plan by written action in lieu of meeting as of May 27, 1999, in accordance with Sections 607.0704 and 607.0821 of the Act.

FILED  
99 MAY 28 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: David A. Beyer  
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(813) 229-2111

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**ARTICLE 4**

**EFFECTIVE DATE**

The Effective Date of the Merger is June 1, 1999.

Dated this 28<sup>th</sup> day of May, 1999.

**AR MARTIN CORP.**

**CONCORD HOMES, INC.**

By:   
Arthur Rutenberg, President

By:   
Arthur Rutenberg, President

**ROYAL COAST BUILDERS, INC.**

**400 CORP.**

By:   
Arthur Rutenberg, President

By:   
Arthur Rutenberg, President

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**PLAN AND AGREEMENT OF MERGER  
MERGING  
AR MARTIN CORP., a Florida corporation,  
CONCORD HOMES, INC., a Florida corporation, and  
ROYAL COAST BUILDERS, INC., a Florida corporation  
INTO  
400 CORP., a Florida corporation**

**THIS PLAN AND AGREEMENT OF MERGER** (the "Plan") is adopted May 27, 1999, by **ARMARTIN CORP.**, a Florida corporation ("Martin"), **CONCORD HOMES, INC.**, a Florida corporation ("Concord"), **ROYAL COAST BUILDERS, INC.**, A Florida corporation ("Royal Coast") (Martin, Concord and Royal Coast are sometimes referred to as the "Merging Companies") and **400 CORP.**, a Florida corporation ("400" or Survivor"). Martin, Concord, Royal Coast and 400 are sometimes referred to as the "Corporations" or a "Corporation."

**BACKGROUND INFORMATION:**

The Shareholders and Directors of the Corporations deem it advisable to merge Martin, Concord and Royal Coast into 400 on the terms described in the Plan and in accordance with the Florida Business Corporation Act (the "Act").

**OPERATIVE TERMS:**

1. **Merger:** Martin, Concord and Royal Coast will be merged into 400. Thus, after the merger, Martin, Concord, Royal Coast and 400 will consist solely of 400, a single corporation. 400 will survive and continue after the merger. The separate existence of Martin, Concord and Royal Coast will cease on the Effective Date of the Merger. All assets and liabilities of the Merging Companies will become automatically, by operation of law, assets and liabilities of the Survivor.
2. **Name of Survivor:** Immediately after the merger, the name of 400 will be changed to AR Custom Homes, Inc.
3. **Articles of Incorporation:** Except for the change of the Survivor's name, the Articles of Incorporation and Bylaws of the Survivor will continue unchanged after the merger.
4. **Effective Date:** The merger will become effective on June 1, 1999 (the "Effective Date").
5. **Conversion of Stock:** Upon the Effective Date, each shareholder of each Merging Company will be paid \$1.00 for each share of stock owned and the issued and outstanding shares of common stock of each Merging Company and all rights in respect thereof will be canceled. On the Effective Date, the issued and outstanding shares of the Survivor immediately prior to the Effective Date will continue to be all of the issued and outstanding common stock of the Survivor.
6. **Further Assurance of Title:** If at any time the Survivor considers or is advised that any acknowledgments or assurance in law or other similar actions are necessary or desirable in order

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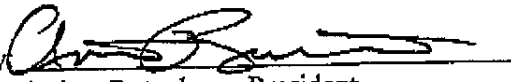
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to acknowledge or confirm in and to the Survivor any right, title, or interest of any Merging Company held immediately prior to the Effective Date, the Survivor and its proper officers and directors may sign and deliver all such acknowledgments or assurance in law and of all things necessary or proper to acknowledge, or confirm such right, title or interest in the Survivor as may be necessary to carry out the purpose of this Plan and the Survivor and its proper officers and directors are fully authorized to take any and all such action in the name of the Merging Companies or otherwise.


7. Income Taxation. All of the Corporations have elected to file as qualified subsidiaries under Arthur Rutenberg Homes, Inc. for income tax purposes.

Intending to be bound, the parties sign below:

**400 CORP.**  
a Florida corporation

By:   
Arthur Rutenberg, President

**AR MARTIN CORP.**  
a Florida corporation

By:   
Arthur Rutenberg, President

**CONCORD HOMES, INC.**  
a Florida corporation

By:   
Arthur Rutenberg, President

**ROYAL COAST BUILDERS, INC.**  
a Florida corporation

By:   
Arthur Rutenberg, President