WILLIAMS COULSON ATTORNEYS AT LAW

15TH FLOOR • TWO CHATHAM CENTER • PITTSBURGH, PA 15219

P940000 FAX: (412) 281-6622 Richard R. DiFrischia

(412) 454-0245

December 27, 2001

700004881697--2 -02/05/02--01049--018 *****35.00 *****35.00

Division of Corporations 409 E. Gaines Street Tallahassee, FL 33299

Re: Certificate of Merger for Ray Anthony Holdings, Inc. & ACR Acquisition, Inc.

Dear Sir/Madam:

Please find enclosed the following:

- 1. One original Articles of Merger
- 2. One copy of Articles of Merger
- 3. Filing fee of \$43.75 (\$35.00 basic merger fee + \$8.75 for certified copy).

Please send any necessary receipts or correspondence to:

Williams Coulson
Attention: Richard R. DiFrischia, Esq.
15th Floor, Two Chatham Center
Pittsburgh, PA 15219

If you should have any questions or comments, please contact me immediately at (412) 0245.

Respectfully yours

Richard R. DiFrischia

RRD/slm Enclosures

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FILED

WILLIAMS COULSON JOHNSON LLOYD PARKER & TEDESCO, LLC

ARTICLES OF MERGER Merger Sheet

MERGING:

ACR ACQUISITIONS, INC., a Florida corp.,

INTO

RAY ANTHONY HOLDINGS, INC.. a Delaware entity not qualified in Florida

File date: December 31, 2001

Corporate Specialist: Susan Payne



January 7, 2002

William Coulson

Attn: Richard R. DiFrischia, Esq. 15th Floor, Two Chatham Center

Pittsburgh, PA 15219

SUBJECT: ACR ACQUISITIONS, INC.

Ref. Number: P94000069573

We have received your document for ACR ACQUISITIONS, INC. and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

An additional \$35 is needed to file the articles of merger as the fee is \$35 per party.

The name of the merging corporation is ACR ACQUISITION, INC. Please / correct.

A reinstatement application is enclosed to reinstate the subject corporation. The $\sqrt{}$ fee to reinstate through December 31, 2001 is \$1050.

Please return ALL DOCUMENTS to MY ATTENTION at the address below.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne Senior Section Administrator

Letter Number: 202A00000731

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ARTICLES OF MERGER

(Profit Corporations)

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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:

Name

Juris<u>diction</u>

RAY ANTHONY HOLDINGS, INC.

Delaware

Second:

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

ACR ACQUISITIONS, INC.

Florida

Third:

The Plan of Merger is attached.

Fourth:

The merger shall become effective on December 31, 2001.

Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on July 20, 2001.

Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on July 20, 2001.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation Signature Typed or Printed Name of Individual & Title RAY ANTHONY HOLDINGS, INC. Raymond G. Anthony, Sole Director and Sole Shareholder ACR ACQUISITIONS, Raymond G. Anthony, Sole Director and Sole Shareholder

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated <u>Dec. 6, 2001</u>, pursuant to Section 252 of the General Corporation Law of Delaware and the applicable provisions of the Florida Business Corporation Act, between RAY ANTHONY HOLDINGS, INC., a Delaware corporation and ACR ACQUISITIONS, INC., a Florida corporation.

WITNESSETH:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: RAY ANTHONY HOLDINGS, INC. hereby merges into itself ACR ACQUISITIONS, INC. and said ACR ACQUISITIONS, INC. shall be and hereby merged into RAY ANTHONY HOLDINGS, INC., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of RAY ANTHONY HOLDINGS, INC. as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, shall be canceled and extinguished as of the effective date by virtue of the merger and without any action on the part of the holder thereof.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective on December 31, 2001.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

I, RAYMOND G. ANTHONY, Secretary of RAY ANTHONY HOLDINGS, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of ACR ACQUISITIONS, INC., a corporation of the State of Florida, was duly adopted pursuant to section 228 of the General Corporation Law of Delaware by the written consent of the stockholders holding 100 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power.

Kaymond G. Anthony, Secretary