

P95000045003

MARGOLIS, PRITZKER & EPSTEIN, P.A.

SUITE 400
405 EAST JOPPA ROAD
TOWSON, MARYLAND 21204

TELEPHONE
(410) 890-2222
TELECOPIER
(410) 890-0000

April 27, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: E.R. ~~Enterprises~~ *Sam* Inc.
General Corporate Matters
Our Client # 12699

500001471175
-05/02/95--01107--013
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find three signed copies of the Articles of Incorporation for E.R. Enterprises, Inc., and a check for \$87.50. This check represents the \$35.00 fee to file the Articles of Incorporation, and \$52.50 for a certified copy of the Articles to be returned to this office.

A self addressed stamped envelope has been enclosed so that you office may return the certified copy of the Articles of Incorporation to the above address.

Thank you for your prompt attention to this matter.

Very truly yours,

Asher Martin Rubin
Asher Martin Rubin
Law Clerk to Richard Schreiberstein

/amr
Encs.

PMU
6/12/95

~~615, 611, 608~~

FILED
JUN 1 1995
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 9, 1995

ASHER MARTIN RUBIN, LAW CLERK
MARGOLIS, PRITZKER & EPSTEIN, P.A.
405 EAST JOPPA ROAD SUITE 100
TOWSON, MD 21286

SUBJECT: E.R. ENTERPRISES, INC.
Ref. Number: W95000009817

We have received your document for E.R. ENTERPRISES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 495A00023241

LAW OFFICES
MAROOLIS, PRITZKER & EPSTEIN, P.A.

SUITE 100
400 EAST JOPPA ROAD
TOWSON, MARYLAND 21204

RICHARD B. SCHREIBSTEIN

TELEPHONE:
(410) 342-0000
TELECOPIER:
(410) 342-0000

June 8, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ATTN: Ms. Bobbie Eldridge

RE: E.R. Enterprises, Inc.
Ref No.: W-950000098

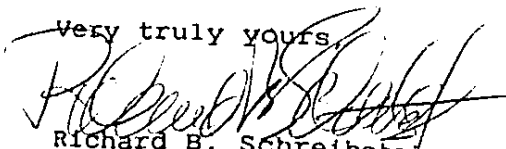
Dear Ms. Eldridge:

Enclosed please find three signed copies of the Articles of Incorporation for E.R. Enterprises, Inc. The check for this filing fee has previously been sent.

A self addressed stamped envelope has been enclosed so that your office may return the certified copy of the Articles of Incorporation to the above address.

Thank you for your prompt attention to this matter.

Very truly yours,


Richard B. Schreiberstein

RBS/lat
Encs.

ARTICLE OF INCORPORATION
OF
E.R. & SONS, INC.

FILED

95 JUN -9 AM 11:36

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE: The name of the corporation is E.R. & Sons, Inc.

ARTICLE TWO: The duration of the corporation is to be perpetual. The date and time of commencement of corporate existence is from the date and time of the filing of these Articles of Incorporation.

ARTICLE THREE: The purpose for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Florida General Corporation Act.

ARTICLE FOUR: The aggregate number of shares which the corporation shall have authority to issue shall be one thousand (1,000) shares of common stock which shall be without part value.

ARTICLE FIVE: The address of the corporation's registered office, street address, and mailing address is 8067 Mizner Lane, City of Boca Raton, County of Palm Beach, State of Florida. The name of the corporation's initial registered agent at such address is Ivan I. Rom

ARTICLE SIX: The name and address of the resident agent, who has signed these Articles to acknowledge his acceptance of such designation, is:

NAME

ADDRESS

Ivan I. Rom

8067 Mizner Lane
Boca Raton, Florida 33433

ARTICLE SEVEN: The name and address of the incorporator is:

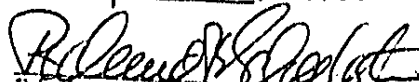
NAME

ADDRESS

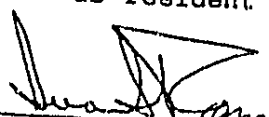
Richard B. Schreibstein

405 E. Joppa Road
Towson, Maryland 21286

IN WITNESS WHEREOF, I have executed these Articles of
Incorporation in duplicate on May 30, 1995.


Richard B. Schreibstein

I hereby accept my designation as resident agent for E.R. &
Sons, Inc.


Ivan I. Rom

Date: 5/31/95

P95000045003

LAW OFFICES

MARGOLIS, PRITZKER & EPSTEIN, P.A.

SUITE 100

405 EAST JOPPA ROAD

TOWSON, MARYLAND 21204

RICHARD B. SCHREIBSTEIN

September 20, 1995

TELEPHONE
(410) 820-0000
TELECOPIER
(410) 827-0000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Ms. Bobbie Eldridge

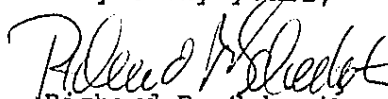
Re: E.R. Enterprises, Inc.
Reference No.: W-950000098

800001607898
-10/12/95--01002--015
****122.50 ****122.50

Dear Ms. Eldridge:

Enclosed are the original and a copy of Articles of Merger between E.R. & Sons, Inc., a Florida corporation, and E.R. Enterprises, Inc., a Maryland corporation. Our check in the amount of \$122.50 is enclosed to cover the cost of filing the Articles of Merger and having the enclosed copy certified and returned to the undersigned. If you have any questions regarding the enclosures, please feel free to contact me.

Very truly yours,


Richard B. Schreibstein

RBS/mbo

Enclosures

FILED
1995 SEP 26 PM 2:34
DIVISION OF STATE
TALLAHASSEE, FLORIDA

Merger

NFT 11-3-95

P95000045003

ARTICLES OF MERGER
Merger Sheet

MERGING:

E.R. ENTERPRISES, INC., a Maryland corporation (not qualified to transact
business in Florida)

INTO

E.R. & SONS, INC., a Florida corporation, P95000045003

File date: September 26, 1995

Corporate Specialist: Louise Flemming-Jackson

LAW OFFICES
MARGOLIS, PRITZKER & EPSTEIN, P.A.
SUITE 100
408 EAST JOPPA ROAD
TOWSON, MARYLAND 21286

RICHARD B. SCHREIBSTEIN

TELEPHONE
(410) 800-8888
TELECOPIER
(410) 807-0008

September 27, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Ms. Louise Jackson

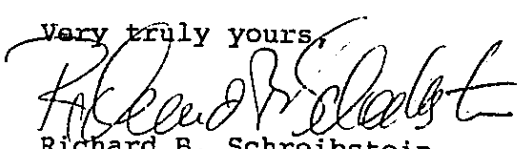
Re: E.R. Enterprises, Inc.
Reference No.: W-950000098

Dear Ms. Jackson:

In accordance with my recent telephone conversation with Bobbie Eldridge, I am enclosing a corrected page 1 of the Articles of Merger between E.R. & Sons, Inc. and E.R. Enterprises, Inc. Please note that Article FIFTH of the Articles has been amended in accordance with that conversation.

Also enclosed is our check in the amount of \$122.50 to cover the cost of filing Articles of Merger and having a certified copy of the Articles returned to our office. Thank you for your cooperation in this matter.

Very truly yours,


Richard B. Schreibstein

RBS/gm
Enclosures

FILED
1995 SEP 26 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1995 SEP 26 PM 2:34

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
September, 1995

THESE ARTICLES OF MERGER, dated this 15th day of September, 1995, pursuant to section 607.1105 of the Florida General Corporation Act (the "FGCA"), are entered into by and between the corporations named in Article SECOND (collectively, the "Constituent Corporations").

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 607.1105 of the FGCA, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein. The merger provided for by these Articles of Merger shall become effective on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by the Constituent Corporations are accepted for record with the Florida Department of State, Division of Corporations, as required by the laws of the State of Florida (the "Effective Date").

SECOND: The parties to these Articles of Merger are E.R. & Sons, Inc., a Florida corporation ("Sons"), and E.R. Enterprises, Inc., a Maryland corporation ("Enterprises"), a corporation organized under the Maryland General Corporation Law on October 29, 1974.

THIRD: Sons shall be the successor corporation (the "Successor").

FOURTH: The principal office of Sons in the State of Florida is 8067 Mizner Lane, Boca Raton, Florida 33433. The principal office of Enterprises in its state of incorporation is 410 Maryland Trust Building, Baltimore, Maryland 21202. Neither of the Constituent Corporations owns property in any county in Florida.

FIFTH: On June 27, 1995, the merger of the Constituent Corporations was approved by the directors and shareholders of Sons, and by the directors and shareholders of Enterprises.

SIXTH: Enterprises has authority to issue shares of one class of stock, namely 5,000 shares of Common Stock without par value (the "Enterprises Common Stock").

SEVENTH: Sons has authority to issue shares of one class of stock, namely 1,000 shares of common stock without par value ("Sons Common Stock").

EIGHTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged shall be as follows:

(a) Each share of Enterprises Common Stock, if any, which remains unissued on the Effective Date shall be canceled.

(b) Each share of Sons Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of Sons Common Stock.

(c) Each share of Enterprises Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged into one share of Sons Common Stock.

(d) No scrip or fractional share certificates of Sons shall be issued as a result of this merger transaction, but in lieu of each fractional interest, a Enterprises stockholder entitled to a fractional share equal to one-half or more of one share of Sons Common Stock shall receive a full share of Sons Common Stock and any fractional share equal to less than one-half of one share of Sons Common Stock shall be eliminated.

(e) After the Effective Date, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing Enterprises Common Stock shall surrender the same to the Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Sons Common Stock into which the Enterprises Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, Enterprises Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Sons Common Stock to be delivered with respect to such shares of Enterprises

Common Stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Sons Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates. Upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Sons Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Sons Common Stock.


If any holder of an outstanding certificate or certificates representing Enterprises Common Stock shall deliver to the Successor such affidavits, indemnity agreements or surety bonds as Sons shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of Sons, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing Enterprises Common Stock.

NINTH: The Constituent Corporations, by mutual consent of their respective boards of directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of both of the Constituent Corporations; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of both of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective boards of directors.

IN WITNESS WHEREOF, Sons and Enterprises, the corporations which are parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the day and year first above written.


ATTEST:

E.R. ENTERPRISES, INC., a
Maryland corporation



Secretary

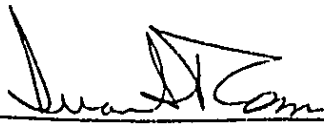
By:




President

ATTEST:

E.R. & SONS, INC., a Florida
corporation


Secretary

By: 
President

THE UNDERSIGNED, President of E.R. Enterprises, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


President

THE UNDERSIGNED, President of E.R. & Sons, Inc., a Florida corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


President