

Document Number Only

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P95000056634

C T CORPORATION SYSTEM

Requestor's Name				
660 East Jefferson Street				
Address				
Tallahassee, Florida 32301				
City	State	Zip	Phone	
			904-222-1092	
CORPORATION(S) NAME				

400001543714
-07/24/95--01024--002
*****70.00 *****70.00

Houstons Industries, Inc.

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Profit Articles | | |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| | | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
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W.P. Verifier

3:00
7/21/95

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7/21/95
file 1-2

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
LOUSTONES INDUSTRIES, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Loustones Industries, Inc.

SECOND: The address of the initial principal office and, if different, the mailing address of the corporation is: 3516 N.W. 61st Circle, Boca Raton, Florida 33496.

THIRD: The number of shares the corporation is authorized to issue is: 1,000 shares Common Stock - \$1.00 Par Value.

FOURTH: Provisions granting preemptive rights are: none.

FIFTH: The street address of the initial registered office of the corporation is 3516 N.W. 61st Circle, Boca Raton, Florida 33496, and the name of its initial registered agent at such address is Julian Rubinstein.


SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as the Sole Director until the first annual meeting of Shareholders or until his successor is elected and shall qualify, is: Julian Rubinstein, 3516 N.W. 61st Circle, Boca Raton, Florida 33496.

SEVENTH: No Director of this corporation shall be personally liable to the corporation or to its Shareholders for monetary damages for breach of fiduciary duty other than as expressly provided in Section 607.144 of the Florida General Corporation Act. It is the intention of this Article SEVENTH to limit the liability of Directors of this corporation to the fullest extent permitted by the General Corporation Act or by any other present or future provision of Florida law.

EIGHTH: The corporation shall indemnify its officers, directors, employees and agents to the extent permitted by any present or future provision of Florida law. The corporation shall pay and advance expenses to Directors and Officers for matters covered by indemnification to the full extent permitted by such law, and may similarly pay and advance expenses for employees and agents. This Article EIGHTH shall not exclude any other indemnification or other rights to which any party may be entitled in any matter.

NINTH: The name and address of the Sole Incorporator is:
Mary L. Nippell, c/o Mesirov Gelman, et als, 1735 Market Street,
Philadelphia, PA 19103.

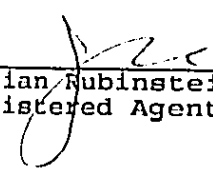
THE UNDERSIGNED has executed these Articles of Incorporation
this 19 day of July, 1995.



Mary L. Nippell
Sole Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED
IN SECTION 607.0501 (3) F.S.: JULIAN RUBINSTEIN
IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505.

July 19, 1995



Julian Rubinstein
Registered Agent

P95000056634



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

LOUSTONES INDUSTRIES, INC., a Florida corporation, P95000056634

INTO

ALEXBROOKE INDUSTRIES, INC., a Nevada corporation not qualified in
Florida.

File date: October 25, 1995

Corporate Specialist: Darlene Connell

Document Number Only

P95000056634

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☒ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS/ G/S
☐ After 4:30
☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W P. Verifier

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Merger

10/24/95

DOMESTIC CORPORATION AND FOREIGN CORPORATION
ARTICLES OF MERGER

RECEIVED
SECTION 607.1107
JAN 19 1968
FBI
TAMPA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby executed the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

Loustones Industries, Inc., a Florida corporation

Alexbrooke Industries, Inc., a Nevada corporation,
the Surviving Corporation

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) as the surviving corporation; and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is attached.

FIFTH: The plan of merger was adopted by the Sole Shareholder and Sole Director of Loustones Industries, Inc. by Action by Written Consent on the date hereof, and the plan of merger was adopted by the Sole Shareholder and Sole Director of Alexbrooke Industries, Inc. by Action by Written Consent on the date hereof.

SIXTH: With respect to Alexbrook Industries, Inc., the

Surviving Corporation, there are no changes in the Articles of Incorporation to be effected by the merger.

SIGNED this 5th day of October, 1995.

SURVIVING
CORPORATION:

ALEXBROOKE INDUSTRIES, INC.,
a Nevada corporation

By: 

Eric Swift, President

Attest: 

Eric Swift, Secretary

MERGED
CORPORATION:

LOUSTONES INDUSTRIES, INC.,
a Florida corporation

By: 

Julian Rubinstein
President

Attest: 

Julian Rubinstein
Secretary

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made this 5th day of October, 1995, by and between Loustones Industries, Inc., a Florida corporation (hereinafter referred to as "Loustones"), and Alexbrooke Industries, Inc., a Nevada corporation (hereinafter referred to as "Alexbrooke"), the said corporations being hereafter sometimes collectively called the "Corporations".

W I T N E S S E T H :

WHEREAS, Loustones is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 21, 1995, and having an authorized capital stock consisting of 1000 shares of Common Stock, with a par value of \$1.00, of which 1000 shares are issued and outstanding; and

WHEREAS, Alexbrooke is a corporation duly organized and existing under the laws of the State of Nevada, having been incorporated on April 23, 1992, and having an authorized capital stock of 2000 shares of Common Stock, without par value, consisting of 1000 shares of Class A Voting Common Stock and 1000 shares of Class B Nonvoting Common Stock, of which 1000 shares of Class A Voting Common Stock and no shares of Class B Nonvoting Common Stock are issued and outstanding; and

WHEREAS, the Sole Director and Sole Shareholder of each of

Loustones and Alexbrooke have this day determined it to be in the best interests of the Corporations that they be merged.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and conditions herein contained, and for other good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

1. Merger. Loustones shall be merged with and into Alexbrooke on the effective date hereinafter set forth, in accordance with the applicable laws of the States of Florida and Nevada, on the terms and conditions set forth in this Plan and Agreement of Merger. From and after such effective date, Alexbrooke shall be the surviving corporation (the "Surviving Corporation") and shall continue to do business as a corporation organized and existing under the laws of the State of Nevada, unaffected and unimpaired by the merger, with all rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized and existing under the laws of the State of Nevada.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Alexbrooke, upon the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

3. By-Laws of Surviving Corporation. The By-Laws of Alexbrooke in force on the effective date of the merger shall be the By-Laws of the Surviving Corporation until altered, amended or repealed.

4. Directors and Officers.

Upon the effectiveness of the merger:

(a) the Sole Director of Loustones shall be and become the Sole Director of the Surviving Corporation; and

(b) the President, Secretary and Treasurer of Loustones shall be and become the President, Secretary and Treasurer of the Surviving Corporation.

5. Shares of Constituent Corporations.

(a) Each share of capital stock of Alexbrooke outstanding on the effective date of the merger shall thereupon, without further action, be exchanged for .85 shares of the Class B Common Nonvoting Stock of the Surviving Corporation.

(b) All of the authorized and outstanding shares of the capital stock of Loustones and all rights in respect thereof, shall be exchanged for 150 shares of the Class A Common Voting Stock of the Surviving Corporation as of the effective date of the merger. The Certificates evidencing the shares of stock of Loustones shall be surrendered and cancelled, without consideration.

6. Effect of Merger. Upon this merger becoming effective:

(a) The separate corporate existence of Loustones shall terminate and Alexbrooke shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates and interests of every kind of Loustones, as effectually as the property of the

Surviving Corporation as they were of Loustones; and Alexbrooke shall be subject to all debts and liabilities of Loustones in the same manner as if Alexbrooke had itself incurred them; and Alexbrooke shall be subject to all of the restrictions, disabilities and duties of each of the Corporations which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of either of the Corporations shall be preserved unimpaired.

(b) The assets and liabilities of Loustones shall be taken up on the books of Alexbrooke in the amount at which they shall at that time be carried on the books of Loustones.

7. Effective Date of Merger. This Plan and Agreement of Merger shall be effective upon the filing of the requisite form of Articles of Merger with the Secretary of State of Nevada and Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, each Corporation has caused this Plan and Agreement of Merger to be executed by its respective duly authorized officers and its Corporate Seal affixed, the day and year first above written.

LOUSTONES INDUSTRIES, INC.,
a Florida corporation

By: Julian Rubinstein
President
Attest: Julian Rubinstein
Secretary

ALEXBROOKE INDUSTRIES, INC.,
a Nevada corporation

By: Eric Swift
President
Attest: Eric Swift
Secretary