

P96000102051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600032587576

FILED  
04 MAY 13 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
04 MAY 13 AM 10:43  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

*Misra*

C. Orellana MAY 13 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 642089 4309883  
AUTHORIZATION : *Patricia K...*  
COST LIMIT : \$ 175.00

-----  
ORDER DATE : May 12, 2004  
ORDER TIME : 9:35 AM  
ORDER NO. : 642089-010  
CUSTOMER NO: 4309883  
CUSTOMER: Karen Corinna, Legal Asst  
Posternak, Blankstein & Lund  
800 Boylston Street  
Prudential Tower  
Boston, MA 02199-8004  
-----

ARTICLES OF MERGER

GR-JAR, INC.

INTO

GR ACQUISITION CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

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

ARTICLES OF MERGER  
OF  
GR ACQUISITION CORP.  
AND  
GR-JAR, INC.  
GR-RJS, INC.  
GR-RAM, INC  
GR-SJD, INC.

FILED  
04 MAY 13 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, each of the domestic wholly-owned subsidiary business corporations and the domestic parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging GR-JAR, Inc., GR-RJS, Inc., GR-RAM, Inc. and GR-SJD, Inc. (the "Subsidiaries") with and into GR Acquisition Corp. (the "Parent") as approved by the Board of Directors of the Parent on April 30, 2004.

2. The merger of the Subsidiaries with and into the Parent is permitted by the Florida Business Corporation Act and has been authorized in compliance with said Act. The date of adoption of the Plan of Merger by the Board of Directors of the Parent was April 30, 2004.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing of the Articles of Merger with the Secretary of State of the State of Florida.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

Executed as of April 30, 2004

THE PARENT:

GR ACQUISITION CORP.

By: Cheryl A. Ford  
Cheryl A. Ford, President

THE SUBSIDIARIES:

GR-JAR, INC.

By: Cheryl A. Ford  
Cheryl A. Ford, President

GR-RJS, INC.

By: Cheryl A. Ford  
Cheryl A. Ford, President

GR-RAM, INC.

By: Cheryl A. Ford  
Cheryl A. Ford, President

GR-SJD, INC.

By: Cheryl A. Ford  
Cheryl A. Ford, President

## PLAN OF MERGER

1. GR Acquisition Corp. (the "Parent"), which is a business corporation of the State of Florida and is the parent corporation and the owner of all of the outstanding shares of each of GR-JAR, Inc., GR-RJS, Inc., GR-RAM, Inc. and GR-SJD, Inc. (the "Subsidiaries"), each of which is a business corporation of the State of Florida, hereby merges the Subsidiaries into the Parent pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of the Subsidiaries shall cease at the effective time and date of the merger and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of the Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.