

LAW OFFICES
DAVIS, REBERKENNY & ABRAMOWITZ

A PROFESSIONAL CORPORATION

400 COOPER LANDING ROAD

BOX NO. 5459

CHERRY HILL, N.J. 08002

909-667-0000

April 13, 1999

FAX:

609-667-7434

WILLIAM D. HOGAN
EDWARD A. KONDRACKI
ARTHUR J. ABRAMOWITZ
KENNETH D. ROTH
IRA G. MEGDAL
WILLIAM D. LAVERY, JR.
DAVID R. O'NEILL
RAYMOND G. CONSOLE
DEAN C. WALDT
HOWARD S. MENDELSON
ANDREW R. ALTMANBERG
CHRISTINE A. GREHL
MARK M. MASKA

WILLIAM D. HOGAN
WILLIAM D. LAVERY, JR.

WILLIAM D. LAVERY, JR.

DAVID R. O'NEILL
ANDREW R. ALTMANBERG
(924-1932)

DIRECT DIAL

(609) 321-3108

Florida Department of State
Division of Corporations
Amendments/Mergers Section
P.O. Box 6327
Tallahassee, Florida 32314

900002844169--0

-04/19/99--01127--001

****183.75 ****183.75

Re: Merger of C.A.G. Management Company, Inc., C.A.G. Properties, Inc.,
Trowbridge Builders, Inc., and Tallcott Corp., into Moufle Corp.

Dear Sir/Madam:

Pursuant to the provisions of the Florida Business Corporation Act, I enclose an executed original, and one (1) copy of the Articles of Merger for the above-referenced transaction. The firm's check in the amount of \$183.75, representing the filing fee of \$35.00 for each of the constituent corporations, and \$8.75 for a Certified Copy of the Articles of Merger is also enclosed. Kindly file the original and forward a Certified Copy of the Articles of Merger to the undersigned.

Thank you very much for your anticipated cooperation in this matter. If you have any questions in this regard, please contact me directly.

Very truly yours,

DAVIS, REBERKENNY & ABRAMOWITZ

Mark M. Maska
By: Mark M. Maska

MMM:lb

Enclosures

cc: Cheryl A.G. Kozloff (w/enc.)
Raymond G. Console, Esquire (w/o enc.)

109675 (2cmj)

FILED
99 APR 19 AM 11:36
SECRETARY OF
TALLAHASSEE
DIVISION

CM
900002844169
Merger
**Cert Copy*
4-19-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

C.A.G. MANAGEMENT COMPANY, INC., C.A.G. PROPERTIES, INC.,
TROWBRIDGE BUILDERS, INC., AND TALLCOTT CORP.,

each Corporation is a non qualified New Jersey Corporation.

INTO

MOUFLE CORP., a Florida corporation, P97000080678

File date: April 19, 1999

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
C.A.G. MANAGEMENT COMPANY, INC., C.A.G. PROPERTIES, INC.,
TROWBRIDGE BUILDERS, INC., AND TALLCOTT CORP.,
INTO
MOUFLE CORP.

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one such corporation:

1. The names of the corporations proposing to merge are: C.A.G. MANAGEMENT COMPANY, INC. ("C.A.G. MANAGEMENT"), C.A.G. PROPERTIES, INC. ("C.A.G. PROPERTIES"), TROWBRIDGE BUILDERS, INC. ("TROWBRIDGE"), TALLCOTT CORP. ("TALLCOTT"), AND MOUFLE CORP. ("MOUFLE").

2. C.A. G. MANAGEMENT, C.A. G. PROPERTIES, TROWBRIDGE AND TALLCOTT (the "Merging Corporations") are New Jersey corporations proposing to merge into MOUFLE, a Florida corporation.

3. The Plan of Merger is set forth in its entirety, as follows:

"Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the following named corporations establish this Plan of Merger:

1. The names of the corporations proposing to merge are C.A.G. MANAGEMENT COMPANY, INC. ("C.A.G. MANAGEMENT"), C.A.G. PROPERTIES, INC. ("C.A.G. PROPERTIES"), TROWBRIDGE BUILDERS, INC. ("TROWBRIDGE") TALLCOTT CORP. ("TALLCOTT"), AND MOUFLE CORP. ("MOUFLE").

2. The name of the corporation into which the corporations are proposed to merge is MOUFLE CORP.

FILED
99 APR 19 AM 11:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

3. The terms and conditions of the proposed Merger are as follows:

a. Upon the effective date of the Merger, the separate corporate existences of C.A.G. MANAGEMENT, C.A.G. PROPERTIES, TROWBRIDGE AND TALLCOTT (referred to collectively as the "Merging Corporations") will cease and Moufle (the "Surviving Corporation"), will become the owner, without other transfer, of all the rights and property of the Merging Corporations, and the Surviving Corporation will become subject to all debts and liabilities of the Merging Corporations in the same manner as if the Surviving Corporation had itself incurred them.

b. The purposes, county where the principal office for the transaction of business will be located, number of directors, and the capital stock of the Surviving Corporation will be as it appears in the Certificate of Incorporation of the Surviving Corporation.

c. The Surviving Corporation will pay all expenses of this Merger.

4. The method of converting the shares of the Merging Corporations into shares of the Surviving Corporation will be as follows:

a. Each share of common stock of the Merging Corporations, without par value, issued and outstanding on the effective date of the Merger will be changed and converted into one (1) share of common stock, without par value, of the Surviving Corporation;

b. After the effective date of the Merger, holders of certificates for shares of common stock in any of the Merging Corporations will surrender them to the Surviving Corporation, or its duly appointed

agent, in such manner as the Surviving Corporation will legally require. On receipt of the share certificates, the Surviving Corporation will issue in exchange a certificate of shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder will be entitled as set forth in this document.

5. Neither the Merging Corporations nor the Surviving Corporation will, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan of Merger.

6. This Plan of Merger will be submitted to the shareholders of the constituent corporations for their approval on or before December 30, 1998.

7. The directors of any of the constituent corporations may, in their discretion, abandon this Merger, subject to the rights of third parties under, and contracts relating to, the Merger, without further action or approval by the shareholders of the corporation, at any time before the Merger has been completed."

4. The Plan of Merger was approved by the Shareholders and the Board of Directors of each of the undersigned corporations, at a meeting held for such purpose, on November 30, 1998.

5. The effective date of this Merger is December 31, 1998.

6. All laws of the State of New Jersey, under which the Merging Corporations are incorporated, have been complied with in effecting this Merger.

MOUFLE CORP.

By: Cheryl A.G. Kozloff
Cheryl A.G. Kozloff, President

C.A.G. MANAGEMENT COMPANY, INC.

By: Cheryl A.G. Kozloff
Cheryl A.G. Kozloff, President

C.A.G. PROPERTIES, INC.

By: Cheryl A.G. Kozloff
Cheryl A.G. Kozloff, President

TROWBRIDGE BUILDERS, INC.

By: Cheryl A.G. Kozloff
Cheryl A.G. Kozloff, President

TALLCOTT CORP.

By: Cheryl A.G. Kozloff
Cheryl A.G. Kozloff, President

DATED: December 30, 1998