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September 25, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-09/26/01--01070--030
*****78.75 *****78.75

**Re: Articles of Merger for The New Angebilt Corporation and The Fidelity Title
and Loan Company**

Dear Sir/Madam:

Enclosed herewith please find the Articles of Merger to be filed with the Secretary of State for the above-referenced two entities. I have also enclosed our firm's check in the amount of \$78.75 for the filing fee and a certified copy of the Articles of Merger. Please return the certified copy in the enclosed pre-paid return envelope.

Please do not hesitate to contact me if you should have any questions regarding the enclosed.

Very truly yours,


D. Paul Dietrich, II

DPD/tkw
Encl.

FILED
01 SEP 26 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
me

T. LEWIS OCT 2 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE FIDELITY TITLE AND LOAN COMPANY, a Florida entity, P98000016634

INTO

THE NEW ANGEbilt CORPORATION, a Florida entity, P98000016634

File date: September 26, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

**THIS INSTRUMENT PREPARED BY
AND RETURNED TO:**

D. Paul Dietrich II, Esquire
Stump, Storey & Callahan, P.A.
37 North Orange Avenue - Suite 200
Orlando, Florida 32802-3388

FILED
01 SEP 26 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
THE FIDELITY TITLE AND LOAN COMPANY, a Florida Corporation,
INTO
THE NEW ANGELBILT CORPORATION, a Florida Corporation**

ARTICLES OF MERGER between The Fidelity Title and Loan Company, a Florida corporation ("Fidelity") and The New Angebilt Corporation, a Florida corporation ("Angebilt").


Under §607.1105 of the Florida Business Corporation Act (the "Act"), Fidelity and Angebilt adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated August 15, 2001, 2001 ("Plan of Merger"), between Fidelity and Angebilt was approved and adopted by the shareholders of Fidelity on August 15, 2001 and was adopted by the shareholders of Angebilt on August 15, 2001.
2. Under the Plan of Merger, all issued and outstanding shares of Fidelity's stock will be acquired by means of a merger of Fidelity into Angebilt with Angebilt being the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on September 26, 2001 at 10:00 a.m, the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on August 15, 2001.

THE FIDELITY TITLE AND LOAN COMPANY,
a Florida corporation

By: 
Cameron B. Kuhn, its President

THE NEW ANGEbilt CORPORATION,
a Florida corporation


By: 
Cameron B. Kuhn, its President

EXHIBIT "A"

PLAN OF MERGER

Merger between The New Angebilt Corporation, (the "Surviving Corp.") and The Fidelity Title and Loan Company, (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for a share of Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued.
5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated

by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be September 26, 2001, the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.