

JUN. 3. 2003 5:01PM

ROGERS TOWERS

NO. 846

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

HARBOR SIDE DEVELOPMENT CORP.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03 JUN -4 AM 11:34

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AND
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ROGERS TOWERS

NO. 3846 P. 2

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**ARTICLES OF MERGER
OF
EW USA, L.C.,
a Florida limited liability company,
into and with
HARBOR SIDE DEVELOPMENT CORP.
a Florida corporation**

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The following Articles of Merger are submitted in accordance with Sections 608.4382 and 607.1109, Florida Statutes:

FIRST: The names of the entities that are parties to the merger are EW USA, L.C., a Florida limited liability company, and HARBOR SIDE DEVELOPMENT CORP., a Florida corporation.

SECOND: The surviving corporation is HARBOR SIDE DEVELOPMENT CORP. (the "Surviving Corporation").

THIRD: The disappearing company is EW USA, L.C. (the "Disappearing Company").

FOURTH: The Plan of Merger is attached hereto as Exhibit "A." Pursuant to the Plan of Merger, Disappearing Corporation will be merged with and into Surviving Corporation and Surviving Corporation shall be the surviving corporation (the "Merger").

FIFTH: The Merger shall be effective on the date of filing with the Florida Department of State.

SIXTH: The Plan of Merger was adopted by the sole Shareholder of the Surviving Corporation by Written Action on June 1, 2003.

SEVENTH: The Plan of Merger was adopted by the sole Member of the Disappearing Company by Written Action on June 1, 2003.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 1 day of June, 2003.

EW USA, L.C.,
a Florida limited liability company

HARBOR SIDE DEVELOPMENT CORP.,
a Florida Corporation

By: Claus P. Roehr
Claus P. Roehr,
as Manager

By: Claus P. Roehr
Claus P. Roehr,
as President

03 JUN - 6 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A
PLAN OF MERGER

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This Plan of Merger is dated as of the first day of June, 2003, pursuant to Section 608.438 and Section 607.1108, Florida Statutes, for the merger of EW USA, L.C., a Florida limited liability company, into **HARBOR SIDE DEVELOPMENT CORP.**, a Florida corporation. **HARBOR SIDE DEVELOPMENT CORP.** is to be the surviving corporation.

BACKGROUND

(1) **EW USA, L.C.** is a Florida limited liability company owned in its entirety by its sole member, Claus P. Roehr. **HARBOR SIDE DEVELOPMENT CORP.** has issued and outstanding 100 shares of common stock with a par value of \$10.00 per share, all of which common stock is owned by Claus P. Roehr.

(2) Economies of operation and savings in administrative expenses can be achieved by merging **EW USA, L.C.** and **HARBOR SIDE DEVELOPMENT CORP.** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger, the Florida Business Corporation Act at the Effective Time (as defined below), **EW USA, L.C.** shall be merged into **HARBOR SIDE DEVELOPMENT CORP.** (the "Merger") and the separate corporate existence of **EW USA, L.C.** shall cease and **HARBOR SIDE DEVELOPMENT CORP.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**EW USA, L.C.** and **HARBOR SIDE DEVELOPMENT CORP.** are herein collectively referred to as the "Constituent Corporations").

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1. The Merger shall become effective as of the date filed with the Florida Department of State (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **HARBOR SIDE DEVELOPMENT CORP.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of **HARBOR SIDE DEVELOPMENT CORP.** in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, the issued and outstanding membership interests of **EW USA, L.C.** shall be cancelled. No shares of stock of **HARBOR SIDE DEVELOPMENT CORP.** or any other consideration shall be issued in exchange therefore. All of the issued and outstanding shares of stock of **HARBOR SIDE DEVELOPMENT CORP.** shall, at the Effective Time and thereafter, remain issued and outstanding and no consideration shall be issued in respect thereto.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ROGERS TOWERS

NO. 3846 P. 5

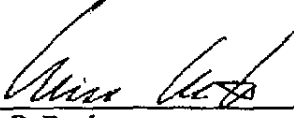
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6. Each of **EW USA, L.C.** and **HARBOR SIDE DEVELOPMENT CORP.**, acting on its own or in conjunction with others, has the right to abandon the Merger at any time prior to the Effective Time upon a majority vote of the Managers of **EW USA, L.C.** and upon a majority vote of the Board of Directors of **HARBOR SIDE DEVELOPMENT CORP.** desiring to abandon the Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

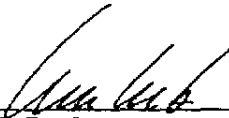
EW USA, L.C.
a Florida limited liability company

By


Claus P. Roehr
Manager

HARBOR SIDE DEVELOPMENT CORP.
a Florida corporation

By


Claus P. Roehr
President

03 JUN -4 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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