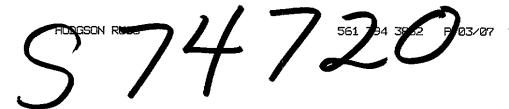
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: HODGSON, RUSS, ANDREWS, ET AL

Account Number : 072720000242 Phone

(561) 394-0500

Fax Number

: (561)394-3862

MERGER OR SHARE EXCHANGE

REH Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF MERGER Merger Sheet

REH HOLDINGS, INC., a Florida corporation, S74720

MERGING:

INTO

REH HOLDINGS, INC.. a Delaware corporation not qualified in Florida

File date: August 5, 1999, effective August 31, 1999

Corporate Specialist: Darlene Connell



HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR

Tracey A. Testa Paralegal EXT: 3042 tiesta@hodgsonruss.com 2000 Glades Road Suite 400 Boca Raton, FL 33431-8599 561-394-0500 Boca Raton 561-736-2177 PALM BEACH 954-764-2440 BROWARD FAX: 561-394-3862 RYDERNET: WWW.bodgeontuss.com

Susan K. Baumel, P.A.

Richard A. Goetz, P.A. Michael H. Gora, P.A.

James M. Hankins, P.A.

Diane Nowak Kent

Paul É. Roman

Lawrence F. Beyer

Larry Corman, P.A.

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RESIDENT IN NEW YORK

Stephen M. Newman

Paul R. Comean

Mark S. Klein

Elana K. Scoler

Of Counsel

August 5, 1999

H99000019462

VIA FACSIMILE NO. (850) 922-4000

Secretary of State Corporation Division 409 E. Gaines Street Tallahassee, Florida 32302

Dear Sir/Madam:

Re: REH HOLDINGS, INC.

Attached are the Articles of Merger of REH HOLDINGS, INC., a Florida corporation, merging with and into REH HOLDINGS, INC., a Delaware corporation hereby submitted for electronic filing.

Please charge our account accordingly and forward a certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call I-800-331-1025.

Very traly yours.

Yacy a Olsta Tracey A. Testa

Paralegal

/tat Enclosures

H99000019462 FLADOCS:37796_1 (TSW01) 06597.0006 AUG-05-1999 15:29

HODGSON RUSS

561 394 3862

P.01/07

HODGSON RUSS ANDREWS

WOODS & GOODYEAR LLD ATTORNEYS AT LAW

2000 Glades Road, Suite 400 Boca Raton, Florida 33431

561-394-0500

Fax: 561-394-3862

Albany Boca Raton Buffalo Gloversville New York Toronto

West Palm Beach

A Registered Limited Liability Partnership Including Professional Associations

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Brief Description of Document Sent: Articles of Merger	
Operator's Name:	Floor/Ext:

ARTICLES OF MERGER

OF

REH HOLDINGS, INC. (a Florida corporation)

8-31-99

INTO

REH HOLDINGS, INC. (a Delaware corporation)

Under Section 607.1107 of the Florida Business Corporation Act

99 AUG -5 PM 4 SECRETARY OF S

The undersigned, Robert E. Hollands, being the President and Secretary of REH HOLDINGS, INC., a Florida corporation and of REH HOLDINGS, INC., a Delaware corporation, does hereby certify that:

FIRST: REH HOLDINGS, INC. is a corporation organized under the laws of the State of Florida ("REH FLORIDA"). REH HOLDINGS, INC. is a corporation organized under the laws of the State of Delaware ("REH DELAWARE").

SECOND: The following plan of merger was adopted by the board of directors and shareholders, respectively, of REH FLORIDA and REH DELAWARE, on August 3, 1999:

THIS INSTRUMENT PREPARED BY: Elana K. Scoler, Esq. Hodgson, Russ, Andrews, Woods & Goodyear, LLP 2000 Glades Road Suite 400 Boca Raton, Florida 33431 Florida Bar No.0135320

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-2-

- 2. The designation and number of outstanding shares of REH FLORIDA are twenty (20) shares of Class A Voting Common Stock, par value of \$1.00 per share and, One Thousand Nine Hundred Eighty (1,980) shares of Class B Non-Voting Common Stock, par value of \$1.00 per share. The number of shares of REH FLORIDA is not subject to change prior to the effective date of the merger.
- 3. The designation and number of outstanding shares of REH DELAWARE are one (1) share of Voting Common Stock, par value of \$.01 per share. The number of shares of REH DELAWARE is not subject to change prior to the effective date of the merger.
- 4. The terms and conditions of the proposed merger are as follows:
- (a) REH FLORIDA shall be merged with and into REH DELAWARE, which shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of REH FLORIDA shall thereupon cease.
- (b) The directors and officers of REH DELAWARE on the effective date of the merger shall continue to be the directors and officers of REH DELAWARE.
- (c) The bylaws of REH DELAWARE on the effective date of the merger shall continue to be the bylaws of REH DELAWARE.
- (d) The effect of the merger shall be the effect described in Section 259 of the General Corporation Law of the State of Delaware and Section 607.1106 of the Business Corporation Act of the State of Florida.
- 5. The manner and basis of converting the shares of REH FLORIDA into shares of REH DELAWARE is as follows:

The 20 outstanding shares of Class A Voting Common Stock, \$1.00 par value per share and the 1,980 outstanding shares of Class B Non-Voting Common Stock, \$1.00 par

- 3 -

value per share, of REH FLORIDA then issued and outstanding shall be converted into 20 shares of Voting Common Stock, \$.01 par value per share, and 1,980 shares of Non-Voting Common Stock, \$.01 par value per share, of REH DELAWARE, respectively.

THIRD:

The merger of REH FLORIDA into REH DELAWARE is permitted

by the laws of the State of Delaware and is in compliance therewith.

FOURTH: The merger shall be effective on August 31, 1999.

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IN WITNESS WHEREOF, the undersigned hereby signs these Articles and affirms the statements made herein as true under the penalties of perjury this $\frac{3 \times \delta}{2}$ day of August, 1999.

REH HOLDINGS, INC. a Florida corporation

Robert E. Hollands President and Secretary

REH HOLDINGS, INC. a Delaware corporation

Robert E. Hollands President and Secretary

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