

AUG-05-1999 15:29

HODGSON RUSS

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S 74720

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From: Account Name : HODGSON, RUSS, ANDREWS, ET AL
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MERGER OR SHARE EXCHANGE

REH Holdings, Inc.

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Merger

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TALLAHASSEE, FLORIDA

99 AUG -5 PM 4:21
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

REH HOLDINGS, INC., a Florida corporation, S74720

INTO

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

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

Corporate Specialist: Darlene Connell

AUG-05-1999 15:29

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561 394 3862 P.02/07


**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR, LLP**
ATTORNEYS AT LAW

Tracey A. Testa
Paralegal
EXT. 3042
ttesta@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
INTERNET: www.hodgsonruss.com

*Albany
Boca Raton
Buffalo
New York
Toronto
Palm Beach Gardens*

Susan K. Baumel, P.A.
Lawrence F. Beyer
Larry Conman, P.A.
George F. deClair
Anthony L. Dutton, P.A.
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Michael H. Gora, P.A.
James M. Hankins, P.A.
Diane Nowak Kent
Paul E. Roman

Stephanie A. Russo
Elana K. Scoler
Thomas E. Slincy, P.A.

James A. Porter, P.A.
Of Counsel

RESIDENT IN NEW YORK
Paul R. Cornean
Mark S. Klein
Stephen M. Newman

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 1-800-331-1025.

Very truly yours,


Tracey A. Testa
Paralegal


/tat
Enclosures

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FLADOCS:37796_1 (TSW01)
06397.0006

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HODGSON RUSS

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HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR LLP
ATTORNEYS AT LAW


2000 Glades Road, Suite 400
Boca Raton, Florida 33431
561-394-0500
Fax: 561-394-3862

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ARTICLES OF MERGER**OF****REH HOLDINGS, INC.**
(a Florida corporation)**INTO****REH HOLDINGS, INC.**
(a Delaware corporation)**EFFECTIVE DATE**
8-31-99

Under Section 607.1107 of the
Florida Business Corporation Act

99 AUG -5 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. 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

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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 3rd day of August, 1999.

REH HOLDINGS, INC.
a Florida corporation

By Robert E. Hollands
Robert E. Hollands
President and Secretary

REH HOLDINGS, INC.
a Delaware corporation

By Robert E. Hollands
Robert E. Hollands
President and Secretary

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