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Tallahassee, Florida 32301  
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**V36721**

August 28, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Medley Concrete Blocks Inc. into Medley Block Industries Corp.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

NEW FILINGS	
	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
X	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

FILED  
2002 AUG 28 AM 10:43  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
02 AUG 28 AM 10:25  
DIVISION OF CORPORATION

900007389159--1  
-08/28/02--01019--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

C. Coulliette AUG 28 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MEDLEY CONCRETE BLOCKS INC., a Florida corporation, P99000075921

INTO

**MEDLEY BLOCK INDUSTRIES CORP.**, a Florida entity, V36721

File date: August 28, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER  
OF  
MEDLEY CONCRETE BLOCKS INC.  
INTO  
MEDLEY BLOCK INDUSTRIES CORP.

FILED  
2002 AUG 28 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between MEDLEY CONCRETE BLOCKS INC., a Florida corporation, and MEDLEY BLOCK INDUSTRIES CORP, a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, MEDLEY CONCRETE BLOCKS INC. and MEDLEY BLOCK INDUSTRIES CORP, adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated 8-22, 2002 was approved and adopted by the shareholders and directors of MEDLEY CONCRETE BLOCKS INC. on 8-22, 2002 and was adopted by the shareholders and directors of MEDLEY BLOCKS INDUSTRIES CORP. on 8-22, 2002.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of MEDLEY CONCRETE BLOCKS INC.'s stock will be acquired by means of a merger of MEDLEY CONCRETE BLOCKS INC. into MEDLEY BLOCK INDUSTRIES CORP. with MEDLEY BLOCK INDUSTRIES CORP. being the surviving corporation.

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 22<sup>nd</sup> day of August, 2002.

MEDLEY CONCRETE BLOCKS INC.,  
a Florida corporation

By: \_\_\_\_\_

JUAN C. ALVAREZ, President

MEDLEY BLOCK INDUSTRIES CORP.,  
a Florida corporation

By: \_\_\_\_\_

JUAN C. ALVAREZ, President

## EXHIBIT A

### PLAN OF MERGER

Merger between MEDLEY BLOCK INDUSTRIES CORP. (the "Surviving Corporation" hereinafter "MEDLEY BLOCK"), and MEDLEY CONCRETE BLOCKS INC. (the "Disappearing Corporation" hereinafter "MEDLEY CONCRETE"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of MEDLEY BLOCK shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of MEDLEY CONCRETE's common stock shall be permanently retired. Each share of MEDLEY BLOCK's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of MEDLEY BLOCK stock.

3. Satisfaction of Rights of MEDLEY CONCRETE's Shareholders. All shares of MEDLEY BLOCK stock into which shares of MEDLEY CONCRETE shall have been converted, and for which MEDLEY CONCRETE shares become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of MEDLEY CONCRETE shall cease, and MEDLEY BLOCK shall be fully vested in MEDLEY CONCRETE's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, MEDLEY CONCRETE shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of MEDLEY CONCRETE or MEDLEY BLOCK as the case may be, whether past or remaining in office, shall execute and deliver upon the request of MEDLEY CONCRETE, 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 MEDLEY BLOCK, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. MEDLEY CONCRETE and MEDLEY BLOCK shall cause their respective President to execute Articles of Merger in the form attached hereto and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by MEDLEY BLOCK to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles.

7. 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 prior to 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 Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date, 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.

MEDLEY CONCRETE BLOCKS INC.,  
a Florida corporation

By:

  
JUAN C. ALVAREZ, President

MEDLEY BLOCK INDUSTRIES CORP.,  
a Florida corporation

By:

  
JUAN C. ALVAREZ, President