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P01000119075

September 6, 2002

Department of State
State of Florida
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

500007658705--9
-09/11/02--01020--014
*****78.75 *****78.75

Re: Merger OF Kingswood Estates, Inc., a Florida corporation (surviving corporation)
and Kingswood Estates, Inc., a Connecticut corporation (disappearing corporation)
Our File No.: 01-129

Gentlemen:

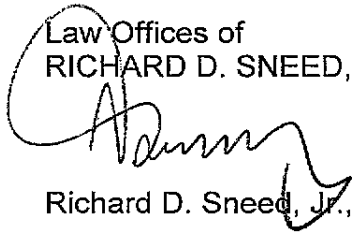
Enclosed find the following concerning the referenced merger:

1. Two (2) original counterparts of the Articles and Plan of Merger, dated December 31, 2001
2. Check #13830, in the amount of \$78.75, including \$70.00 for filing fees (\$35.00 per corporation), and \$8.75 for obtaining a certified copy

Please file this document and forward proof thereof in the form of a certified copy to me in the stamped addressed envelope provided for your convenience. Thank you.

Very truly yours,

Law Offices of
RICHARD D. SNEED, JR., P.A.



Richard D. Sneed, Jr., Esquire

RDS/vlg

Enclosures

FILED
22 SEP 10 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P01000119075
Merger Copy
8/8 9-10-02
*Outlook

ARTICLES OF MERGER
Merger Sheet

MERGING:

KINGSWOOD ESTATES, INC., a non-qualified Connecticut entity

INTO

KINGSWOOD ESTATES, INC., a Florida entity, P01000119075

File date: September 10, 2002

Corporate Specialist: Carol Mustain

**ARTICLES AND PLAN OF MERGER
MERGING
KINGSWOOD ESTATES, INC.,
a corporation of the State of Connecticut
INTO
KINGSWOOD ESTATES, INC.,
a corporation of the State of Florida**

FILED
02 SEP 10 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER, dated this 31st day of December A.D., 2001, made by and between KINGSWOOD ESTATES, INC., a corporation organized and existing under the laws of the State of Florida, and KINGSWOOD ESTATES, INC., a corporation organized and existing under and by virtue of the laws of the State of Connecticut.

WITNESSETH:

WHEREAS, the Board of Directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders and shareholders that KINGSWOOD ESTATES, INC., a Connecticut corporation ("merged corporation") be merged into KINGSWOOD ESTATES, INC., a Florida corporation ("surviving corporation") and

WHEREAS, the Corporation Law of Florida authorizes the merger of corporations organized under the laws of other states into a corporation organized under the said Corporation Law of Florida, and the laws of the State of Connecticut authorize the merger

of a corporation organized under the laws of Connecticut into a corporation organized under the laws of another State,

NOW THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

FIRST: KINGWOOD ESTATES, INC., a Connecticut corporation ("merged corporation") shall be and hereby is merged into KINGSWOOD ESTATES, INC., a Florida corporation ("surviving corporation") and KINGSWOOD ESTATES, INC., a Florida corporation ("surviving corporation") hereby merges into itself said KINGSWOOD ESTATES, INC., a Connecticut corporation ("merged corporation"); KINGSWOOD ESTATES, INC., a Florida corporation ("surviving corporation") shall be the continuing and surviving corporation (hereinafter in this agreement referred to as the "surviving corporation") and shall be governed by the Corporation Law of the State of Florida.

SECOND: The maximum number of shares which the disappearing corporation is authorized to issue is Five Thousand (5,000) shares of no par value common stock, The present number of shares which the surviving corporation is authorized to issue is Five Thousand (5,000) shares of \$1.00 par value common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is Five Thousand (5,000).

THIRD: The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

Each shareholder of the disappearing corporation shall surrender his or her certificate or certificates to the surviving corporation during the period beginning of December 31, 2001, for tax purposes (being the effective date of this Agreement), ending on April 15, 2002. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the disappearing corporations, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of one share of the surviving corporation for each such share of the disappearing corporation, being a total issue of Five Thousand (5,000) shares of the surviving corporation for the total number of shares now issued and outstanding of the disappearing corporations. The assets of the disappearing corporation shall be reported in the account of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital surplus of the surviving corporation.

FOURTH: The principal office of KINGSWOOD ESTATES, INC., a Florida corporation ("surviving corporation") shall be located at 5200 North Ocean Drive, P-2, Riviera Beach, FL 33304.

FIFTH: When this Agreement of Merger shall have been approved, signed, and filed as required by the laws of the State of Connecticut and the Corporation Law of Florida, and upon the effective date of the merger, the separate existence of KINGSWOOD ESTATES, INC., a Connecticut corporation ("merged corporation") shall cease, and the said corporations, parties to this agreement, shall be merged into the surviving corporation in accordance with this Agreement of Merger.


SIXTH: The surviving corporation consents that it may be sued and served with process in the State of Connecticut and the surviving corporation hereby irrevocably appoints the Secretary of State of the State of Connecticut as its agent to accept service of process in any proceeding in Connecticut to enforce against the surviving corporation any obligation of the Connecticut corporation or to enforce the rights of a dissenting shareholder of KINGSWOOD ESTATES, INC., the Connecticut corporation.

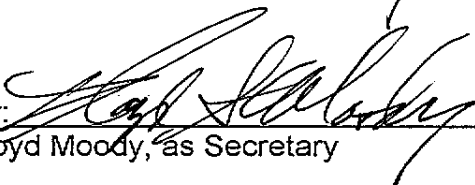
SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement of merger may be abandoned by either party, by appropriate resolution of its board of directors, at any time prior to filing of this agreement or by mutual consent of the parties by appropriate resolution of their respective boards of directors, at any time prior to the effective date of this merger.

EIGHTH: The merger shall become effective on the 31st day of December A.D., 2001, for tax purposes, but the date of filing for Connecticut law purposes.

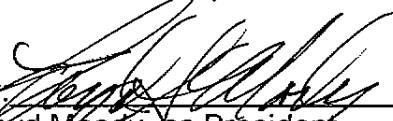
IN WITNESS WHEREOF, the parties to this agreement, have caused this agreement to be executed by the president (or vice-president, or chairman of the board) and secretary (or assistant secretary, or treasurer or assistant treasurer) of each of the corporations and the seal (if any) of each respective corporation to be affixed, by authority of the directors and stockholders of each corporation, as the respective agreement of each of said corporations, on this 31st day of December A.D., 2001.

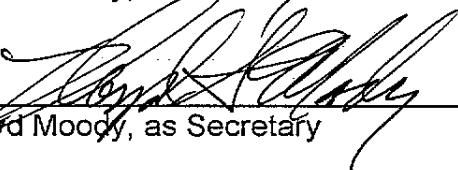
KINGSWOOD ESTATES, INC.,
a Florida corporation

By: 
Lloyd Moody, as President

By: 
Lloyd Moody, as Secretary

KINGSWOOD ESTATES, INC.,
a Connecticut corporation


By: 
Lloyd Moody, as President


By: 
Lloyd Moody, as Secretary

CERTIFICATE OF MERGER


The Agreement of Merger to which this Certificate is attached, after having been first duly approved on behalf of the said corporation by a majority of the directors thereof, as required by the provisions of the Corporation Law of Florida, was duly submitted to the stockholders of KINGSWOOD ESTATES, INC., a Florida Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, after at least ten (10) days notice by mail, (and notice by publication,) as provided by the Corporation Law of Florida on the 31st day of December A.D., 2001, for the purpose of considering and taking action upon the proposed Agreement of Merger, that the holders of all issued and outstanding shares of stock of said corporation voted by ballot in favor of the approval, and the holders of None (0) voted against the approval of the proposed Agreement of Merger, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of KINGSWOOD ESTATES, INC., a Florida Corporation as the duly adopted Agreement of the said corporation.


KINGSWOOD ESTATES, INC.,
a Florida corporation

By: 
Lloyd Moody, as President

By: 
Lloyd Moody, as Secretary

KINGSWOOD ESTATES, INC.,
a Connecticut corporation

By: 
Lloyd Moody, as President

By: 
Lloyd Moody, as Secretary