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FAX #: (850)922-4000

FROM: MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA
105543000740

ACCT#:

CONTACT: MICHELLE B WINSTEAD

PHONE: (904)398-3555

FAX #: (904)398-5515

NAME: PAUL W. DAVIS SYSTEMS, INC.

AUDIT NUMBER.....H98000003383

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..1 PAGES..... 8

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**ARTICLES OF MERGER
Merger Sheet**

MERGING:

TFC S-1, INC., a Florida corporation, P97000096435

INTO

PAUL W. DAVIS SYSTEMS, INC., a Florida corporation, 313048

File date: February 20, 1998

Corporate Specialist: Darlene Connell

2/19/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1998

PAUL W. DAVIS SYSTEMS, INC.
9000 CYPRESS GREEN DRIVE
JACKSONVILLE, FL 32256US

SUBJECT: PAUL W. DAVIS SYSTEMS, INC.
REF: 313048

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please add "EXHIBIT A" to the agreement and plan of merger as stated in the second paragraph of the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000003383
Letter Number: 098A00009716

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

TFC S-1, Inc., a Florida corporation

into

Paul W. Davis Systems, Inc., a Florida corporation

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the following Articles of Merger are adopted by Paul W. Davis Systems, Inc., ("PWDS"), a Florida corporation, and TFC S-1, Inc., ("TFC S-1"), a Florida corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between PWDS and TFC S-1, is attached hereto as Exhibit A and incorporated herein by reference.
2. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is: 9000 Cypress Green Drive, Jacksonville, Florida 32256.
3. Pursuant to the Agreement and Plan of Merger, TFC S-1, shall be merged with and into PWDS and PWDS shall be the surviving corporation.
4. The Agreement and Plan of Merger was duly adopted by the directors of PWDS on February 18, 1998, and by TFC S-1, the sole shareholder of PWDS, on February 18, 1998.
5. The Agreement and Plan of Merger was approved by the shareholders of TFC S-1, on February 18, 1998, and by TFC S-1, the sole shareholder of PWDS, on February 18, 1998.
6. With respect to both TFC S-1 and PWDS, the Agreement and Plan of Merger was advised by their respective board of directors and approved by their respective shareholders in accordance with such corporations' articles of incorporation and applicable law.
7. The name of the surviving corporation of the merger is: Paul W. Davis Systems, Inc.
8. The Certificate of Incorporation of PWDS which will survive the merger shall be the Certificate of Incorporation of the surviving corporation.
9. A copy of the Agreement and Plan of Merger will be furnished by PWDS upon request and without cost to any stockholder of PWDS or TFC S-1.
10. These Articles of Merger shall be effective upon filing.

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Prepared by:
Peter O. Larsen, Esquire
Milam Otero Larsen Dawson & Traylor, P.A.
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(904) 398-3555
Fla. Bar # 0849146

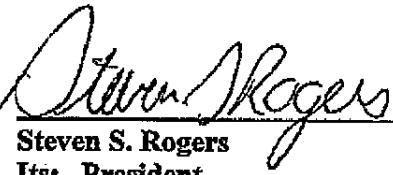
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 19th day of February, 1998.

TFC S-1, INC.

By: 
Steven S. Rogers
Its: President

PAUL W. DAVIS SYSTEMS, INC.

By: 
Scott Baker
Its: President

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EXHIBIT "A"

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of this 19th day of February, 1998 pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Florida Act"), by and between Paul W. Davis Systems, Inc., a Florida corporation, ("PWDS") and TFC S-1, Inc., a Florida corporation ("TFC S-1").

WITNESSETH

WHEREAS, PWDS and TFC S-1 (individually sometimes called a "Constituent Corporation" and together called the "Constituent Corporations") desire that TFC S-1 merge with and into PWDS with PWDS being the surviving entity;

WHEREAS, the Articles of Incorporation of PWDS were filed in the office of the Secretary of State of the State of Florida on January 26, 1967;

WHEREAS, PWDS has authorized capital stock of 5,000 shares of Common Stock, par value \$1.00 per share (the "PWDS Common Stock"), of which 617.1668 shares are now issued and outstanding as of the date hereof.

WHEREAS, the Articles of Incorporation of TFC S-1 were filed in the office of the Secretary of State of the State of Florida on November 12, 1997;

WHEREAS, TFC S-1 has authorized capital stock of 100 shares of Common Stock, no par value (the "TFC S-1 Common Stock") of which 100 shares are now issued and outstanding as of the date hereof;

WHEREAS, the registered office of PWDS in the State of Florida is located at 9000 Cypress Green Drive, Jacksonville, Florida and the name and address of its registered agent is Scott Baker, 9000 Cypress Green Drive, Jacksonville, Florida and the registered principal office of TFC S-1 in the State of Florida is located at 9000 Cypress Green Drive, Jacksonville, Florida and the name and address of its registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations desire that the merger provided for herein be a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Corporations do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: PWDS hereby merges into itself TFC S-1, and TFC S-1 shall be and hereby is merged with and into PWDS, which shall be the surviving corporation. The name of the surviving corporation is Paul W. Davis Systems, Inc.

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SECOND: The Certificate of Incorporation of PWDS, as in effect on the date of the merger provided for in this Agreement (the "Merger"), shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of TFC S-1 Common Stock, No Par Value that is issued and outstanding (other than shares of TFC S-1 Common Stock, if any, held in the treasury of TFC S-1) on the date on which the Merger of TFC S-1 with and into PWDS shall become effective, shall, by virtue of the Merger and without further action, cease to exist and shall be converted into 100 PWDS Common Stock, \$1.00 Par Value Per Share. There shall not be any issued and outstanding stock of TFC S-1 that will not be so converted.

(b) Each share of TFC S-1 Common Stock, if any, that shall then be held in the treasury of TFC S-1 on the effective date of the Merger shall, by virtue of the Merger and without further action, cease to exist and all certificates representing such shares shall be canceled.

(c) After the effective date of the Merger, each holder of an outstanding certificate representing shares of TFC S-1 Common Stock shall surrender the same to PWDS and each holder shall be entitled upon such surrender to receive certificates for the number of shares of PWDS Common Stock on the basis provided herein. Until so surrendered, the outstanding shares of the capital stock of TFC S-1 to be converted into the capital stock of PWDS as provided herein may be treated by PWDS for all corporate purposes as evidencing the ownership of shares of PWDS, as though said surrender and exchange had taken place.

(d) Each share of Common Stock of PWDS issued and outstanding immediately prior to the Merger shall cease to exist and shall be canceled.

FOURTH: The other terms and conditions of the Merger are as follows:

(a) The By-laws of PWDS as they shall exist on the effective date of the Merger shall be and remain the By-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of PWDS as of the effective date of the Merger shall be the directors and officers of the surviving corporation and shall continue in office as provided in the By-Laws and charter of PWDS.

(c) The Merger shall become effective upon filing with the Secretary of State of Florida a Certificate of Merger pursuant to Section 607.1101 of the Florida Act.

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(d) Upon the effective date of the Merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of TFC S-1 shall be transferred to, vested in and devolved upon PWDS without further act or deed and all property rights, and every other interest of PWDS and TFC S-1 shall be as effectively the property of PWDS as they were of PWDS and TFC S-1, respectively. All rights of creditors of TFC S-1 and all liens upon any property of TFC S-1 shall be preserved unimpaired, and all debts, liabilities, obligations and duties of TFC S-1, including all liabilities and obligations under a certain promissory note between TFC S-1 and The Franchise Company Inc., an Ontario corporation, dated November 14, 1997, may be enforced against PWDS to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. At any time, or from time to time, after the effective date of the Merger, the last acting officers of TFC S-1, or the corresponding officers of PWDS, may, in the name of TFC S-1, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as PWDS may deem necessary or desirable in order to vest in PWDS title to and possession of any property of TFC S-1 acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of PWDS are fully authorized in the name of TFC S-1 or otherwise to take any and all such action.

(e) PWDS hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of TFC S-1 and in any proceeding for the enforcement of the rights of a dissenting stockholder of TFC S-1 pursuant section 607.1302 of the Florida Act, and (ii) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of the Constituent Corporations at any time prior to the date that the requisite Certificate of Merger and Articles of Merger are filed in the office of the Secretary of State of the State of Florida. This Agreement may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the date on which the requisite Certificate of Merger and Articles of Merger are filed in the office of the Secretary of State of Florida, provided that an amendment made subsequent to the approval of this Agreement by the stockholders of either Constituent Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class thereof of such Constituent Corporation.

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SIXTH:

(a) This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida; and

(b) PWDS and TFC S-1 each agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement to be executed by the President and attested to by the Secretary or Clerk of each party hereto as the respective act, deed and agreement of each of the Constituent Corporations, as of the 15th day of February, 1998.

PAUL W. DAVIS SYSTEMS, INC.

ATTEST:

By: *Steven Burtchall*
Steven Burtchall
Secretary

By: *Scott Baker*
Scott Baker
President

[CORPORATE SEAL]

TFC S-1, INC.

ATTEST:

By: *P. Clements*
Paul W. Clements
Secretary

By: *Steven S. Rogers*
Steven S. Rogers
President

[CORPORATE SEAL]

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I, Steven Burtchell, Secretary of Paul W. Davis Systems, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of TFC S-1, a corporation organized and existing under the laws of the State of Florida, was duly submitted to the stockholders of Paul W. Davis Systems, Inc. by written action of said stockholders held pursuant to section 607.0704 of the Florida Act on the 19th day of February, 1998; and that the Agreement and Plan of Merger was approved by the affirmative vote of stockholders representing at least a majority of the outstanding stock of said corporation entitled to vote thereon.

WITNESS my hand on this 19th day of February, 1998.



Steven Burtchell
Secretary

I, Paul W. Clements, Secretary of TFC S-1, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Paul W. Davis Systems, Inc. a corporation organized and existing under the laws of the State of Florida, was duly submitted to the stockholders of TFC S-1, Inc. by written action of said stockholders held pursuant to section 607.0704 of the Florida Act on the 19th day of February, 1998; and that the Agreement and Plan of Merger was approved by the affirmative vote of stockholders representing at least a majority of the outstanding stock of said corporation entitled to vote thereon.

WITNESS my hand on this 19th day of February, 1998.



Paul W. Clements
Secretary

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