

335843



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****122.50 ****122.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Byrne - Rinehart & Co.

NEED TODAY

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEED TODAY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 PM 3:49

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Ordered By: _____

Date: _____

merger
5/22/98

RECEIVED
98 MAY 21 AM 9:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BYRNE-RINEHART & CO., a FL corp. 566454

INTO

ESSLINGER-WOOTEN-MAXWELL, INC., a Florida corporation, 335843

File date: May 22, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1998

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: BYRNE - RINEHART & CO.
Ref. Number: 566454

NEED TODAY

28 MAY 23 1998
DIVISION OF CORPORATION
PM 3:22

We have received your document for BYRNE - RINEHART & CO. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A00028600

*Corrected. Amended
name. Please backdate.*

ARTICLES AND PLAN OF MERGER

OF

BYRNE-RINEHART & CO.
(a Florida corporation)

AND

ESSLINGER-WOOTEN-MAXWELL, INC.
(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 22 PM 3:49

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Article of Merger provide that:

1. Byrne-Rinehart & Co., a Florida corporation (the "Acquiree"), shall be merged with and into Esslinger-Wooten-Maxwell, Inc., a Florida corporation (the "Acquiror"), which shall be the surviving corporation (the "Surviving Corporation").

2. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida.

3. The Plan of Reorganization and Acquisition Agreement (the "Plan"), dated as of May 1, 1998, pursuant to which the Acquiree shall be merged with and into the Acquiror, was unanimously approved and adopted by the shareholders of the Acquiror on May 1, 1998, and was unanimously approved by the shareholders of the Acquiree on May 1, 1998.

4. The Plan provides that the holders of all the issued and outstanding shares of Common Stock, par value \$.10 per share, of Acquiree shall automatically and without any action by the record owners thereof be converted into the right to receive shares of First Reserve, Inc., an Arizona corporation ("Acquiror Parent"), in the ratio of 4,000 shares of Acquiror Parent Common Stock for each share of Acquiree Common Stock. Fractional shares of Acquiror Parent Common Stock shall be rounded up to the next larger whole share. Upon tender by the shareholders of Acquiree of certificates representing their shares of Common Stock of Acquiree, such shareholders shall receive certificates representing their shares of Acquiror Parent Common Stock.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the Acquiror and the Acquiree by their authorized officers as of May 1, 1998.

BYRNE-RINEHART & CO.,

By: 
Thomas E. Byrne, President

ESSLINGER-WOOTEN-MAXWELL, INC.

By: 
Ronald A. Shuffield, President