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Articles of Merger
filed on 5-21-82

10 pgs.

822123

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
2 PEACHTREE STREET, N.W., ATLANTA, GA. 30363 • (404) 655-1010
May 18, 1982

RE: BURNUP & SIMS, INC. (Del.)
Merging: BURNUP & SIMS, INC. (Fla.)

COUNSEL: George R. Canty, Jr., Gen. Csl.
Law Department
Burnup & Sims, Inc.
1333 South University Drive
Plantation, Florida 33324

Merger

005 0484 5/20/82

005 0484 5/20/82

30.00
30.00

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Gentlemen:

Pursuant to the instructions of counsel listed above, we enclose herewith for filing in your office the Plan and Agreement of Merger for the above named companies in duplicate.

If the Plan of Merger meets with your approval, please file and return the usual evidence to this office.

Immediately upon the filing of the merger, we would appreciate your proceeding to reserve the corporate name on behalf of the Delaware surviving corporation. An Application for this reservation is enclosed herewith.

Our checks in payment of your filing fees are attached.

Very truly yours,

C T CORPORATION SYSTEM

George F. Robinson
Assistant Secretary

C. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

Name	5-2-82
Availability	Om
Document	
Examiner	
Updater	AV 5/24
Check #20212	5/24
Check #20213	5/24
Acknowledgement	
W. P. Verity	06524

FILED
May 21 11 03 AM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER - FLORIDA CORPORATION INTO A FOREIGN
CORPORATION QUALIFIED IN FLORIDA**

NOTE

BURNUP & SIMS INC. (Charter #140508)

-----merging into-----

BURNUP & SIMS INC., a Delaware Corporation

Surviving Charter Number: 822123

Filing Date: May 21, 1982

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER (the "Merger") dated as of April 30, 1982, by and between BURNUP & SIMS, INC., a Florida corporation ("Florida") and a wholly-owned subsidiary of Burnup & Sims Inc., a Delaware corporation, and BURNUP & SIMS INC., ("Burnup") sometimes hereinafter referred to as the "Constituent Corporations".

RECITALS

A. Florida was incorporated in the State of Florida on May 3, 1971. Its principal office is at 4047 Okeechobee Boulevard, West Palm Beach, Florida and its authorized capital stock consists of 10,000 shares of Common Stock, \$1.00 par value (the "Florida Common"), of which 9,068 shares are issued and outstanding and fully entitled to vote, all being owned by Burnup.

B. Burnup was incorporated in the State of Delaware on July 26, 1968. Its principal office is at 1333 South University Drive, Fort Lauderdale, Florida.

C. The Boards of Directors of Florida and Burnup have approved the Merger Agreement and deem it advisable and for the benefit of their respective corporations that Florida merge with and into Burnup on the terms and conditions hereinafter set forth (the "Merger").

FILED
MAY 21 11 03 AM '82
RECEIVED
CLERK OF THE
COURT
FLORIDA

NOW THEREFORE, in consideration of the premises and the representations, warranties and agreements contained herein, the parties agree as follows:

ARTICLE ONE

Principal Terms of the Merger

Section 1.01. Merger. At the effective time of the Merger (as hereinafter defined), Florida shall merge into Burnup, which shall be the surviving Corporation, on the terms and conditions hereinafter set forth.

Section 1.02. Effective Time of the Merger. The Merger shall become effective as of the date and time of the filing of the Articles of Merger with the Secretaries of State of the States of Delaware and Florida, and such date and time is herein referred to as the "Effective Time of the Merger."

ARTICLE TWO

Conversion, Cancellation and Payment for Shares

Section 2.01. Cancellation of Shares of Florida Common. Each share of Florida Common, issued and outstanding at the Effective Time of the Merger, shall by virtue of the Merger be cancelled or otherwise extinguished. The issued and outstanding shares of Burnup shall remain issued and outstanding.

Section 2.02. Effect of the Merger. Upon the Merger becoming effective, the separate existence of Florida shall (except insofar as it may or must be continued by statute) cease, and it shall be merged with and into Burnup, which shall possess all the rights, privileges, powers and franchises as well of a public and of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular the rights, privileges, powers and franchises of each of the said Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, and other choses in action or belonging to each of such Corporations shall be vested in Burnup; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Burnup, as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of the Constituent Corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the said Burnup and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Section 2.03. No Further Transfers. After the Effective Time of the Merger, the stock transfer books of Florida shall be closed.

ARTICLE THREE

Adoption

Section 3.01. Filing with the State of Delaware. Subject to the provisions of Article Four, the Constituent Corporations shall cause a Certificate of Merger to be filed with the Secretaries of State of the States of Delaware and Florida. The Certificate of Incorporation of Burnup shall be the Certificate of Incorporation of the surviving Corporation.

ARTICLE FOUR

Miscellaneous

Section 4.01. Further Assurances. If, at any time after the Effective Time of the Merger, Burnup shall consider that any assignments, transfers, deeds or other assurances in law are necessary or desirable to vest, perfect or confirm, of record or otherwise in Burnup title to any property or rights of either of the Constituent Corporations, each Constituent Corporation and its officers and directors shall execute and deliver such documents and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Burnup, and the officers and directors of Burnup are hereby fully authorized in the name of either of the Constituent Corporations or otherwise to take any and all such actions.

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Section 4.02. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument, but such counterparts together shall constitute but one and the same instrument.

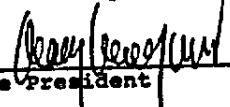
IN WITNESS WHEREOF, Florida and Burnup, pursuant to authority duly given by their respective Boards of Directors, have caused this Merger Agreement to be executed in accordance with the laws of the States of Florida and Delaware, and their respective corporate seals to be affixed hereto, as of the day and year first above written.

(Corporate Seal)

ATTEST:


George N. Canby,
Assistant Secretary

BURNUP & SIMS, INC.,
a Florida corporation

By 
Vice President

(Corporate Seal)

ATTEST:


Margaret M. Madden,
Assistant Secretary

BURNUP & SIMS INC.,
a Delaware corporation

By 
Vice President

I, GEORGE R. GANTY, JR., Assistant Secretary of Burnup & Sims Inc., a corporation organized and existing under the laws of the State of Florida, DO HEREBY CERTIFY, as such Assistant Secretary and under the seal of Burnup & Sims, Inc., that the Agreement and Plan of Merger to which this Certificate is attached was duly adopted pursuant to Article VII.394 of the Florida General Corporation Act by the written consent of the sole stockholder of Burnup & Sims Inc.

IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary and affixed the corporate seal of Burnup & Sims Inc., hereto this 30th day of April, 1982.

(Corporate Seal)


Assistant Secretary

I, MARGARET M. MADDEN, Assistant Secretary of Burnup & Sims Inc., a corporation organized and existing under the laws of the State of Delaware, DO HEREBY CERTIFY, as such Assistant Secretary and under the seal of Burnup & Sims Inc., that a majority of the total number of outstanding shares of the capital stock of Burnup & Sims Inc., were voted for the adoption of the Agreement and Plan of Merger to which this Certificate is attached.

IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary and affixed the corporate seal of Burnup & Sims Inc., this 30th day of April, 1982.

(Corporate Seal)


Assistant Secretary

The foregoing Agreement and Plan of Merger having been executed on behalf of each of the parties thereto and having been adopted by the stockholders of each of the parties thereto in accordance with the provisions of the Florida General Corporation Act and the General Corporation Law of the State of Delaware and that fact having been certified on said Agreement and Plan of Merger by the Secretary or an Assistant Secretary of each of the parties thereto, the Chairman of the Board, President or a Vice President of each of the parties thereto does hereby execute said Agreement and Plan of Merger and the Secretary or an Assistant Secretary of each of the parties thereto does hereby attest said Agreement and Plan of Merger under the corporate seal of their

respective corporations by authority of the directors and stockholders thereof and as the respective act, deed and agreement of each of said corporations on this 30th day of April, 1982.

(Corporate Seal)

ATTEST:

David J. Cobb
Assistant Secretary

BURNUP & SIMS, INC.,
a Florida Corporation

By *Anthony J. [unclear]*
Vice President

(Corporate Seal)

ATTEST:

Margaret M. [unclear]
Assistant Secretary

BURNUP & SIMS INC.,
a Delaware Corporation

Edward [unclear]
Vice President