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VIA FEDERAL EXPRESS

March 25, 1992

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FILE NUMBER

DIRECT DIAL

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**Ms. Annette Hogan
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399**

Dear Ms. Hogan:

As we discussed the other day, I have enclosed one original and one copy of Articles of Merger of L. Dianne Jordan, Inc. and NJJ, Inc. with and into William R. Jordan, Inc. A check in the amount of \$105.00 is also enclosed. If possible, please file these Articles upon receipt. If you have any questions or problems regarding these documents, please do not hesitate to contact me immediately at the number above. Thank you very much for your assistance with this matter.

With best regards, I am

Sincerely,

Laura Fennell
Laura D. Fennell

LDF:bmf
Enclosures

3/28/92
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H51649

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INC.

DOCUMENT #
IF APP.

L. DIANNE JORDAN, INC.

Florida

H51650

WJJ, INC.

Florida

H51648

MERGING INTO

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

WILLIAM R. JORDAN, INC.

Florida

H51649

IF NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME
THAT THE SURVIVING CORPORATION CHANGED TO:

INDEPENDENCE RV SALES & SERVICE, INC.

File Date: 3-26-92

Effective Date, if applicable: 3-31-92

Document Examiner: AJH

EFFECTIVE DATE

3-31-92

FILED
1992 MAR 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
L. DIANNE JORDAN, INC. AND WJJ, INC.
WITH AND INTO
WILLIAM R. JORDAN, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Florida corporations do hereby execute and file these Articles of Merger for the purpose of merging L. DIANNE JORDAN, INC. and WJJ, INC., both Florida corporations (the "Merged Companies"), with and into WILLIAM R. JORDAN, INC., a Florida corporation (the "Survivor") (collectively, the "Companies").

1. The Plan of Merger attached hereto as Exhibit A was unanimously approved by the respective Boards of Directors and sole shareholders of all of the Companies on March 24th, 1992 in the manner prescribed by the Florida Business Corporation Act.

2. The merger of the Merged Companies with and into the Survivor as described herein shall be effective as of March 31, 1992 at 11:59 p.m.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the President and Secretary or Assistant Secretary of each of the undersigned corporations as of the 25th day of March, 1992.

L. DIANNE JORDAN, INC.

By: William R. Jordan

Title: President

ATTEST:

E. Keith Rutherford
Secretary

[CORPORATE SEAL]

WJJ, INC.

By: William B. Jordan
Title: President

ATTEST:

E. Keith Rubord
Secretary

[CORPORATE SEAL]

WILLIAM R. JORDAN, INC.

By: William R. Jordan
Title: President

ATTEST:

E. Keith Rubord
Secretary

[CORPORATE SEAL]

LDF/296

EXHIBIT A

**PLAN OF MERGER
OF
L. DIANNE JORDAN, INC. AND WJJ, INC.
WITH AND INTO
WILLIAM R. JORDAN, INC.**

A. Corporations Participating in Merger. L. Dianne Jordan, Inc. and WJJ, Inc., both Florida corporations (sometimes referred to as the "Merging Corporations"), and William R. Jordan, Inc., a Florida corporation (sometimes referred to as the "Surviving Corporation") (or, collectively, as the "Corporations") propose to merge pursuant to this Plan of Merger (the contemplated merger is hereinafter referred to as the "Merger").

B. Name of Surviving Corporation. William R. Jordan, Inc. will be the Surviving Corporation into which L. Dianne Jordan, Inc. and WJJ, Inc. will merge. After the Merger, the Surviving Corporation will have the name "Independence RV Sales & Service, Inc."

C. Merger. Pursuant to the terms and conditions of this Plan of Merger, the Merging Corporations will merge with and into the Surviving Corporation. The Merger shall become effective as of 11:59 p.m. on March 31, 1992 (the "Effective Date") after the filing of articles of merger in accordance with the Florida Business Corporation Act. Upon the Merger becoming effective, the corporate existence of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue.

D. Rights of Surviving Corporation. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, both public and private, of each of the Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest thereon, vested in each of the Corporations, shall not revert or be in any way impaired by reason of the Merger;

E. Liabilities of Surviving Corporation. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Corporations; and any claim existing or action or proceeding pending by or against any of the Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be

substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Corporations shall be impaired by the merger;

F. Bylaws. The bylaws of William R. Jordan, Inc. shall be the bylaws of the Surviving Corporation;

G. Directors and Officers. The directors and officers of William R. Jordan, Inc. shall be the directors and officers of the Surviving Corporation; and

H. Articles of Incorporation/Amendment. The articles of incorporation of William R. Jordan, Inc. shall constitute the articles of incorporation of the Surviving Corporation, and shall not be amended in any way by reason of the Merger, except as follows: Article I is hereby amended to read in its entirety, "The name of the Corporation is Independence RV Sales and Service, Inc."

I. Conversion and Exchange of Shares.

1. Surviving Corporation. Each outstanding share of the Surviving Corporation will not be converted or altered in any manner as a result of the Merger and all such shares will remain outstanding as shares of the Surviving Corporation.

2. Merging Corporations. Each share of stock of the Merging Corporations issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, automatically be cancelled, and no cash or shares or other securities or obligations will be distributed or issued upon cancellation of each of the shares of the Merging Corporations.

J. Allocation of Partnership Profits, Losses and Distributions. With regard to the Companies' partnership interests in Independence RV Sales-South, a Florida general partnership, the Companies hereby agree that, notwithstanding the terms of the Partnership Agreement with respect thereto, for tax purposes, all profits, losses and distributions accruing or to be distributed with respect to the operations of the partnership after December 31, 1991 shall be allocated or distributed solely to the Surviving Corporation.

K. Abandonment of Merger. At any time prior to the Effective Date, the directors of the Surviving Corporation may, in their sole discretion, abandon the Merger.