

LAW OFFICES

TUNE, ENTREKIN & WHITE, P. C.

TWENTY-FIRST FLOOR, FIRST AMERICAN CENTER

315 DEADERICK STREET

NASHVILLE, TENNESSEE 37238-2100

TELEPHONE 615/244-2770

TELECOPIER 615/244-1778

December 2, 1999

OF COUNSEL

WM. THOMAS MCHUGH

F. CLAY BAILEY, JR.

JOHN C. TUNE (1931-1983)
JOHN M. ENTREKIN (1927-1990)
WILLIAM V. WHITE
JOHN W. NELLEY, JR.
WILLIAM C. SCOTT
PETER J. STRIANSE
HUGH W. ENTREKIN
JOHN P. WILLIAMS
LESA HARTLEY SKONEY
JOSEPH P. RUSNAK
TODD E. PANTHER
JUDE A. WHITE

H74218

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300003062273--9
-01/13/00--01022--002
*****35.00 *****35.00

300003062273--9
-12/07/99--01005--014
*****35.00 *****35.00

Dear Sir/Madam:

Please file the enclosed Articles of Merger for Gary Slaughter Corporation and return to the undersigned. Our check in the amount of \$35.00 is also enclosed. Please let me know if there is anything else you need.

Yours truly,

TUNE, ENTREKIN & WHITE, P.C.

By:

Hugh W. Entekin
Hugh W. Entekin

HWE:pw
Enclosure

FILED

00 JAN 13 PM 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mayer H74218
Cyl 1-13-2000
308

ARTICLES OF MERGER
Merger Sheet

MERGING:

GARY SLAUGHTER CORPORATION OF FLORIDA, a Florida corporation,
document #H74218

INTO

GARY SLAUGHTER CORPORATION, corporation not qualified in Florida.

File date: January 13, 2000

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER BETWEEN

BOOK 11756 PAGE 812

GARY SLAUGHTER CORPORATION, A TENNESSEE CORPORATION AND
 GARY SLAUGHTER CORPORATION OF FLORIDA, A FLORIDA CORPORATION
 WITH GARY SLAUGHTER CORPORATION, A TENNESSEE CORPORATION AS
 THE SURVIVING CORPORATION

99 NOV 23 PM 3:11

RILEY DARNELL
SECRETARY OF STATE

These Articles of Merger are executed as of the 12th day of November, 1999
 pursuant to the provisions of T.C.A. §48-21-197 and §48-21-109.

1. The Plan of Merger is as follows:

- a. The names of the corporations merging are as follows:
- (i) Gary Slaughter Corporation
 - (ii) Gary Slaughter Corporation of Florida

- b. The surviving corporation to the merger is: GARY SLAUGHTER CORPORATION.

- c. The terms and conditions of the merger are as follows:

Upon filing of Articles of Merger with the Tennessee Secretary of State's office, Gary Slaughter Corporation of Florida, a Florida corporation, shall be merged into Gary Slaughter Corporation, a Tennessee corporation with Gary Slaughter Corporation, a Tennessee corporation the surviving company.

- d. The manner and basis of the converting shares of each merging corporation is as follows:

Each share of the common stock of Gary Slaughter Corporation of Florida shall be exchanged for one (1) share of the common stock of Gary Slaughter Corporation.

2. The Plan of Merger requires approval of the shareholders of each corporation and same was unanimously approved by all the shareholders and each Board of Directors of each corporation on November 12th, 1999.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger have been executed as of the date first above written and shall be effective upon filing with the Tennessee Secretary of State's Office.

GARY SLAUGHTER CORPORATION

By: Gary Slaughter
 GARY SLAUGHTER, PRESIDENT

GARY SLAUGHTER CORPORATION OF FLORIDA

By: Gary Slaughter
 GARY SLAUGHTER, PRESIDENT

/24 0101 03CHECK

7-00

FILED
 00 JAN 13 PM 1:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA