Document Number Only

L63174

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

500002591815--7
-07/17/98--01062--012
*****70.00 *****70.00

CORPORATION(S) NAME

Merger

Scott Sign Systems, Inc.

FILED
98 JUL 17 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit
( ) NonProfit
( ) Amendment
(X) Merger

( ) Foreign
( ) Dissolution/Withdrawal
( ) Limited Liability Company

( ) Limited Partnership
( ) Annual Report
( ) Other
( ) Reinstatement
( )Name Registration
( ) Change of R.A.
( )Fictitious Name
( )UCC-1 Financing Statement
( ) UCC-3 Filing

( ) Certified Copy
( ) Photo Copies
( ) CUS

( ) Call When Ready
(XX) Call if Problem
( ) After 4:30
(X) Walk In
( ) Will Wait
(X) Pick Up
( ) Mail Out

Name Availability	7/21/98
Document Examiner	[illegible]
Updater	[illegible]
Verifier	[illegible]
Acknowledgment	[illegible]
W.P. Verifier	[illegible]

Please Return Extra Copies
File Stamped.
Thank You!!

7/17

RECEIVED
98 JUL 17 AM [illegible]
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Hope
X00789, 00561, 00664, 00672

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

SCOTT INDUSTRIES, INC., a Florida corporation 228509

INTO

SCOTT SIGN SYSTEMS, INC., a Florida corporation, L63174.

File date: July 17, 1998

Corporate Specialist: Annette Hogan

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: SCOTT SIGN SYSTEMS, INC.
Ref. Number: L63174

We have received your document for SCOTT SIGN SYSTEMS, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

new

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 798A00038290

7/20

Annette,
Date of adoption has been added.
Please backdate!
Hope @ CT

RECEIVED
98 JUL 20 PM 2:30

98 JUL 17 PM 2:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
SCOTT INDUSTRIES, INC.
INTO
SCOTT SIGN SYSTEMS, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations adopt the following Articles of Merger:

FIRST: Scott Industries, Inc. ("Industries") is a corporation organized under the laws of the State of Florida owning 100 percent of the shares of Scott Sign Systems, Inc. ("Sign" or the "Surviving Corporation"), a corporation organized under the laws of the state of Florida.

SECOND: The following plan of merger was adopted by the board of directors of Industries and Sign on July 7, 1998. Shareholder action was not required.

1. **Terms of Merger**. On the Effective Date (as hereinafter defined), Industries shall be merged with and into Sign (the "Merger").

2. **Surviving Corporation**. The corporation surviving the Merger shall be Sign.

3. **Treatment of Shares**. Upon the Effective Date, (a) the shares of capital stock of Sign issued and outstanding immediately prior to the Merger shall remain outstanding, without change therein by reason of the Merger; (b) each share of capital stock of Industries issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed converted into one share of capital stock of Sign, and each share of Industries capital stock held in the treasury of Industries shall be deemed retired and cancelled without necessity of further action.

4. **Effective Date**. If this plan of merger is not terminated as contemplated by Section 8 hereof, these Articles of Merger, shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the filing of the Articles of Merger in the Department of State of the State of Florida (the "Effective Date").

5. **Articles of Incorporation**. The Articles of Incorporation of Sign as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.

6. **By-Laws**. The By-Laws of Sign, as in effect on the Effective Date, shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

7. **Directors and Officers**. Upon the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of Sign immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were officers of Sign immediately prior to the Effective Date, each such person to hold, in accordance with the By-Laws and at the pleasure of the Board of Directors of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with Sign.

8. **Termination and Amendment**. This plan of merger may be terminated by the Board of Directors of either Sign or Industries at any time prior to the Effective Date. In addition, the Board of Directors of Sign and Industries may amend this plan of merger at any time prior to the Effective Date.

9. **Miscellaneous**. Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Industries shall be transferred to, vested in and devolve upon Sign without further act or deed and all property, rights, and every other interest of Industries and Sign shall be as effectively the property of Sign as they were of Industries and Sign respectively. Industries hereby agrees from time to time, as and when requested by Sign or by its successors or assigns, to 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 action as Sign may deem necessary or desirable in order to vest in and confirm to Sign title to and possession of any property of Industries acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of Industries and the proper officers and directors of Sign are fully authorized in the name of Industries or otherwise to take any and all such action.

THIRD: The amendments to the Articles of Incorporation of the Surviving Corporation are as follows:

1. To replace the names and addresses of the members of the Board of Directors with:

Donald J. Polak - 1480 Gould Drive, Cookeville, TN 38506
Ravi Venkataramen - 1480 Gould Drive, Cookeville, TN 38506

2. To replace the name and address of the initial registered agent with:

Kathy M. Hannon - 7524 Commerce Place, Sarasota, FL 34243.

Signed this 7 day of July, 1998.

Scott Sign Systems, Inc.

By: Ravi Venk
Name RAVI VENKATARAMAN
Title: PRESIDENT

Scott Industries, Inc.

By: Ravi Venk
Name RAVI VENKATARAMAN
Title: PRESIDENT

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Kathy M. Hannon
(Signature of Registered Agent)

7/9/98
(Date)

If signing on behalf of an entity:

Kathy M. Hannon
(Typed or Printed Name)

Vice President & General Manager
(Capacity)