

Document Number Only

L 97156

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

400002726924--6
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*****70.00 *****70.00

98 | DEC 30 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pentamark Corporation (a Fla)

into:

Centramark Corporation (a Ohio)

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Thanks, Melanie

DEC 30 1998

*Merger
12-31-98
CC*

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTRAMARK CORPORATION, a Florida corporation, L97156

INTO

CENTRAMARK CORPORATION, an Ohio corporation not qualified in Florida.

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

STATE OF FLORIDA
CERTIFICATE OF MERGER
OF
CENTRAMARK CORPORATION, A FLORIDA CORPORATION
INTO
CENTRAMARK CORPORATION, AN OHIO CORPORATION

FILED
98 DEC 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
CentraMark Corporation	Florida
CentraMark Corporation	Ohio

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 607.1103 of the Corporation Law of Florida.

THIRD: That the name of the surviving corporation of the merger is CentraMark Corporation, an Ohio Corporation.

FOURTH: That the Certificate of Incorporation of CentraMark Corporation, an Ohio corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

EFFECTIVE DATE
12-31-98

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 1697 Westbelt Drive, Columbus, Ohio 43228.

SIXTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That CentraMark Corporation, survives the merger and may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent Florida corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 607.1107 of the Corporation Law of Florida, and it does hereby irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Florida is CWS Agency, Inc., 17 S. High Street, Suite 900, Columbus, Ohio 43215 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purposes.

EIGHTH: That this Certificate of Merger shall be effective on December 31,
1998.

DATED: 12/28/98

CENTRAMARK CORPORATION (FLA)

By 
Gregory S. Stickley, President

CENTRAMARK CORPORATION (OHIO)

By 
Gregory S. Stickley, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter "Agreement"), dated this 28th day of December, 1998, pursuant to section 1701.78 of the Ohio Revised Code and sections 607.1101-607.1109 of the Corporation Law of the State of Florida, between CentraMark Corporation, a Florida corporation ("CentraMark Florida") and CentraMark Corporation, an Ohio corporation ("CentraMark Ohio").

WITNESSETH:

WHEREAS, the constituent corporations desire to merge into a single corporation.

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreement and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect, as follows:

FIRST: CentraMark Florida (the "Merged Corporation") hereby merges with and into CentraMark Ohio, which shall be the Surviving Corporation ("Surviving Corporation").

SECOND: The Articles of Incorporation of CentraMark Ohio and all amendments thereto, and in effect as of the date of this merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporation into the shares or other securities of the Surviving Corporation shall be, as follows:

Each outstanding no par value share of CentraMark Florida shall be converted into .25 shares of no par value common stock of CentraMark Ohio.

FOURTH: The terms and conditions of merger are, as follows:

- (a) The bylaws of the Surviving Corporation as they are shall be and remain the bylaws of the Surviving Corporation until and unless the same are altered, amended, and repealed as therein provided.
- (b) The officers of CentraMark Ohio shall remain as officers of the Surviving Corporation until the next annual meeting of Stockholders of the Surviving Corporation and until their successors shall have been elected and qualified.


- (c) The directors and committee members of CentraMark Ohio shall remain as directors and committee members of the Surviving Corporation, each holding the same directorship in the Surviving Corporation as held in CentraMark Ohio for the term elected and until their successors are elected or appointed and qualified.
- (d) The effective date of the merger shall be December 31, 1998.
- (e) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation 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 the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation 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 the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise take any and all action.

FIFTH: The surviving Corporation hereby consents to be sued and/or served with process in the State of Florida and irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any proceeding in the State of Florida to enforce against the Surviving Corporation any obligation of CentraMark Florida or to enforce the rights of a dissenting shareholder of CentraMark Florida. A copy of any process should be sent to CWS Agency, Inc., 17 South High Street, Ste 900, Columbus, Ohio 43215.

SIXTH: The principal office of the Surviving Corporation in the State of Ohio shall be 1697 Westbelt Drive, Columbus, Franklin County, Ohio.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations on this 28th day of December, 1998.

CENTRAMARK CORPORATION
a Florida corporation

By: 

Gregory S. Sticklely
President

CENTRAMARK CORPORATION
an Ohio corporation

By: 

Gregory S. Sticklely
President