

P 34715



ACCOUNT NO. : 072100000032
REFERENCE : 391482 108724A
AUTHORIZATION :
COST LIMIT : PPD

ORDER DATE : September 29, 1999
ORDER TIME : 11:02 AM
ORDER NO. : 391482-005
CUSTOMER NO: 108724A

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-09/29/99-01050--001
*****70.00 *****35.00

CUSTOMER: Gary A. Forster, Esq
Pohl & Short, P.a.
Suite 410
280 West Canton Avenue
Winter Park, FL 32789

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*****70.00 *****70.00

ARTICLES OF MERGER

PILOT EQUIPMENT CP., INC.

INTO

FLORIDA DIVISION-TRAX, INC.

RECEIVED
99 SEP 29 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY *2 copies*

FILED
99 SEP 29 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Christine Lillich
EXAMINER'S INITIALS:

**00789, 00721, 00672*

C. COULLETTE SEP 30 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

PILOT EQUIPMENT COMPANY, INC., a Florida corporation, 230919

into

FLORIDA DIVISION - TRAX INC., a Georgia entity P34715

File date: September 29, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FLORIDA DIVISION - TRAX INC.
Ref. Number: P34715

RESUBMIT

Please give original
submission date as file date.

We have received your document for FLORIDA DIVISION - TRAX 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):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.
see printout Pilot Equipment Company
If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 999A00047599

**ARTICLES OF MERGER OF
PILOT EQUIPMENT COMPANY, INC.
WITH AND INTO
FLORIDA DIVISION-TRAX, INC.**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger.

FILED
99 SEP 29 AM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Pilot Equipment Company, Inc., a Florida corporation ("Pilot"), with and into TRAX, Inc., a Georgia corporation authorized to do business in the State of Florida as Florida Division-TRAX, Inc. ("TRAX"), with TRAX being the surviving corporation, is set forth below:

1. Pilot shall merge with and into TRAX, with TRAX as the surviving corporation. Pilot is a wholly owned subsidiary of TRAX.

2. Upon the consummation of the merger of Pilot with and into TRAX, the separate existence of Pilot shall cease. TRAX, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of TRAX shall not be affected by the merger and upon the merger, TRAX, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Pilot, prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Pilot, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Pilot, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Pilot, shall henceforth attach to TRAX and may be enforced against TRAX to the same extent as if such obligations and duties had been incurred by TRAX. Additionally, any existing claim or action or proceeding pending by or against Pilot or TRAX may be continued as if the merger did not occur or TRAX may be substituted in such proceedings for Pilot.

3. The manner and basis of converting the shares of Pilot and TRAX into shares of TRAX are as follows:

a. At the effective date of the merger, each share of no par value common stock of TRAX issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of \$1.00 par value common stock of Pilot, issued and outstanding shall be converted into .01 share(s) of no par value common stock of TRAX. The total consideration that the shareholder of Pilot shall receive for the nine thousand one hundred (9,100) shares of outstanding \$1.00 par value common stock of Pilot shall be ninety one (91) shares of no par value common stock of TRAX.

4. The Articles of Incorporation of TRAX in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of TRAX.

5. Shareholders of Pilot who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger of Pilot with and into TRAX pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of the General Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

6. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consent in accordance with the laws of Florida and Georgia, as applicable to Pilot and TRAX respectively, dated as of the 27th day of September, 1999.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE IV - DISCLOSURE BY TRAX

The principal office of TRAX under the laws of the State of Georgia is 1340 S. Perimeter Highway, Atlanta, Georgia 30349. TRAX hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of descending shareholders of Pilot. TRAX agrees to promptly pay to any descending shareholders of Pilot the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

DATED this 28th day of September, 1999.

PILOT EQUIPMENT CO., INC.

By Herbert M. Humphrey
Herbert M. Humphrey, President

Attest: Paul C. Brenner
Paul C. Brenner, Secretary

FLORIDA DIVISION-TRAX, INC.

By: Herbert M. Humphrey
Herbert M. Humphrey, President

Attest: Paul C. Brenner
Paul C. Brenner, Secretary