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CORPORATION(S) NAME

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Florida Falls, Inc.
merging into:
Polaris Acquisition Holding Corporation

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA FALLS, INC., a Florida corporation, P92000002756

INTO

POLARIS ACQUISITION HOLDING CORPORATION. a Delaware corporation
not qualified in Florida

File date: September 30, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF
FLORIDA FALLS, INC.
INTO
POLARIS ACQUISITION HOLDING CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Section 607.1105 of the Florida Statutes and Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned hereby certify that:

FIRST. The names and States of incorporation of each of the constituent corporations of the merger (the "Merger") are as follows: Florida Falls, Inc., a Florida corporation ("Florida Falls" or the "Merging Corporation"), and Polaris Acquisition Holding Corporation, a Delaware corporation ("Polaris Acquisition" or the "Surviving Corporation").

SECOND. An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by Florida Falls and Polaris Acquisition.

THIRD. The Merger shall become effective at 12:01 a.m., Florida time, on the day that these Articles of Merger have been filed with the Secretary of State of Florida, pursuant to Section 607.0123(1)(b) of the Florida Statutes.

FOURTH. The Certificate of Incorporation of Polaris Acquisition shall be the Certificate of Incorporation of the Surviving Corporation without amendments or changes.

FIFTH. The executed Agreement and Plan of Merger dated as of September 30, 1999 (the "Agreement and Plan of Merger"), pursuant to which the Merger shall be accomplished and a copy of which is attached hereto, was adopted in accordance with the Florida Statutes and the DGCL, and by the Board of Directors of Florida Falls as of September 30, 1999, and by the Board of Directors of Polaris Acquisition as of September 30, 1999 and shareholder approval was not required.

SIXTH. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation, located at 2620 Commerce Way, Vista, California 92083, and a copy thereof will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either the Merging Corporation or the Surviving Corporation.

SEVENTH. The authorized capital stock of the Merging Corporation is 7,000 shares of common stock, par value \$1.00 per share.

* * * * *

IN WITNESS WHEREOF, Polaris Acquisition Holding Corporation has caused these Articles to be signed by Gregory D. Howard, its President, and Florida Falls, Inc. has caused these Articles to be signed by Gregory D. Howard, its President, both as of the 30th day of September, 1999.

POLARIS ACQUISITION HOLDING CORPORATION

By: Gregory D. Howard
Gregory D. Howard
President

FLORIDA FALLS, INC.

By: Gregory D. Howard
Gregory D. Howard
President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of September 30, 1999, by and between FLORIDA FALLS, INC., a Florida corporation ("Florida Falls"), and POLARIS ACQUISITION HOLDING CORPORATION, a Delaware corporation ("Polaris Acquisition").

RECITALS

A. Florida Falls is a Florida corporation, having its principal place of business in Hernando County, Florida.

B. Polaris Acquisition is a Delaware corporation, having its principal place of business in Kent County, Delaware.

C. The Board of Directors of Florida Falls has determined that it is in the best interests of Florida Falls and its shareholders to adopt this Agreement and to consummate the merger of Florida Falls with and into Polaris Acquisition, with Polaris Acquisition surviving and continuing to exist as a Delaware corporation, and accordingly, has adopted resolutions adopting this Agreement and the Merger as defined and provided for herein upon the terms and subject to the conditions set forth herein.

D. The Board of Directors of Polaris Acquisition has determined that it is advisable for Polaris Acquisition to approve this Agreement and to consummate the merger of Florida Falls with and into Polaris Acquisition, with Polaris Acquisition surviving and continuing to exist as a Delaware corporation, and accordingly, has adopted resolutions approving the execution and delivery of this Agreement and the Merger as defined and provided for herein upon the terms and subject to the conditions set forth herein.

E. The authorized capital stock of Florida Falls consists of 7,000 shares of common stock, par value \$1.00 per share (the "Common Stock"), of which 100 shares are issued and outstanding. Polaris Acquisition owns one hundred percent of the issued and outstanding shares of Common Stock of Florida Falls, and no other shares of the capital stock of Florida Falls are issued and outstanding.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, representations, warranties and agreements contained in this Agreement, the parties hereby adopt the plan of merger encompassed by this Agreement and agree as follows:

1. Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in Section 3), Florida Falls shall be merged with and into Polaris Acquisition (the "Merger"), the separate corporate existence of Florida Falls shall cease and Polaris Acquisition shall survive and continue to exist as a Delaware corporation (Polaris

Acquisition, as the surviving corporation in the Merger, sometimes being referred to herein as the "Surviving Corporation"). The Merger shall have the effects specified in the General Corporation Law of the State of Delaware ("DGCL") and the Florida Statutes.

2. The Closing. Subject to the terms and conditions of this Agreement, the closing of the Merger (the "Closing") shall take place (a) at the offices of White & Case LLP, at 10:00 a.m., New York time, on September 30, 1999 or (b) at such other time, date or place as the parties may agree.

3. Effective Time. Immediately following the Closing, the parties hereto shall, at such time as they deem advisable, cause (i) the Certificate of Merger (the "Certificate of Merger") to be filed with the Secretary of State of Delaware, as provided in Section 252 and other applicable provisions of the DGCL and (ii) the Articles of Merger (the "Articles of Merger") to be filed with the Florida Secretary of State as provided in Section 607.1105 and other applicable provisions of the Florida Statutes. Pursuant to Section 607.0123(1)(b) of the Florida Statutes, the Merger shall become effective at 12:01 a.m., Florida time, on the day the Articles of Merger are filed with the Florida Secretary of State (the "Effective Time").

4. Certificate of Incorporation and Bylaws of Surviving Corporation. The Certificate of Incorporation and Bylaws of Polaris Acquisition in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

5. Directors and Officers of the Surviving Corporation. The directors and officers of Polaris Acquisition immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation as of and following the Effective Time until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

6. Capital Stock and Voting Rights. The parties hereby acknowledge that the outstanding capital stock of Florida Falls consists of 100 shares of Common Stock, all of which are entitled to vote on all matters which require the approval of the shareholders. Except for the applicability of Section 607.1104 of the Florida Statutes, any shareholder would be entitled to vote on the Merger, and such shareholder would be entitled to be paid the fair value of their shares if such shareholder complied with the provisions of the Florida Statutes regarding the rights of dissenting shareholders.

7. Effect on Capital Stock. At the Effective Time, all shares of issued and outstanding Common Stock shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and shall cease to exist.

8. Entire Agreement. This Agreement and any documents delivered by the parties in connection herewith constitute the entire agreement among the parties with respect to the subject matter hereof and supersede all prior agreements and understandings among the

parties with respect hereto. No addition to or modification of any provision of this Agreement shall be binding upon any party hereto unless made in writing and signed by all parties hereto.

* * * * *

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed and delivered by their duly authorized officers, all as of the date first written above.

FLORIDA FALLS, INC.

By: Gregory D. Howard
Gregory D. Howard
President

POLARIS ACQUISITION HOLDING
CORPORATION

By: Gregory D. Howard
Gregory D. Howard
President