

CS 960000104504
THE UNITED CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 207626

1429D

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~

FILED
JUN -2 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 2, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 207626-005

CUSTOMER NO: 1429D

CUSTOMER: Mary Jo McIntyre, Legal Asst
Cummings & Lockwood
P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 33941-3032

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-01/02/97--01030--024
*****70.00 *****70.00

merger

ARTICLES OF MERGER

W.A. LANDERS COMPANY, AN
OKLAHOMA CORPORATION

INTO

W.A. LANDERS COMPANY, A
FLORIDA CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY 1/2/97
PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

Range	
CERTIFIED COPY	1/2/97
PLAIN STAMPED COPY	
Document	
Examiner	<i>ROH</i>
CONTACT PERSON: Karen B. Rozar	
EXAMINER'S INITIALS:	
Verifier	<i>ROH</i>
Acknowledgment	<i>ROH</i>
W.P. Verifier	<i>ROH</i>

RECEIVED
JUN -2 1997
01/02/97

P96000104504

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

W.A. LANDERS COMPANY, an Oklahoma corporation not authorized to transact
business in Florida.

INTO

W. A. LANDERS, COMPANY, a Florida corporation, P96000104504.

File date: January 2, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
of
W. A. Landers Company, an Oklahoma corporation
into
W. A. Landers Company, a Florida corporation

FILED
96 JAN -2 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the following Articles of Merger are adopted by W. A. Landers Company, a Florida corporation ("W.A. Landers Florida").

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between W.A. Landers Florida and W.A. Landers Company, an Oklahoma corporation ("W.A. Landers Oklahoma"), is attached hereto as Exhibit "A" and incorporated herein by reference.
2. Pursuant to the Plan of Merger, W.A. Landers Oklahoma shall be merged with and into W.A. Landers Florida and W.A. Landers Florida shall be the surviving corporation.
3. The purpose of the merger is that the undersigned is spending more time in Florida, has more business contacts in Florida than in Oklahoma and is becoming more and more tied to the State of Florida.
4. The Merger Agreement was duly adopted by the directors of W.A. Landers Florida on December 31, 1996 and by the directors of W.A. Landers Oklahoma on December 31, 1996.
5. The Merger Agreement was approved by 100% of the shareholders entitled to vote of W.A. Landers Oklahoma on December 31, 1996 and by 100% of the shareholders entitled to vote of W.A. Landers Florida on December 31, 1996.
6. With respect to both W.A. Landers Florida and W.A. Landers Oklahoma, the Plan of Merger was advised by their respective board of directors and approved by their respective shareholders in accordance with such corporation's articles of incorporation and applicable law.

THE UNDERSIGNED have caused these Articles of Merger to be executed by their duly authorized officers as of this 31st day of December, 1996.

W.A. LANDERS COMPANY
an Oklahoma corporation
("W.A. Landers Oklahoma")

By: Walter B. Loeffler, Pres.
Walter B. Loeffler, President

W.A. LANDERS COMPANY
a Florida corporation
("W.A. Landers Florida")

By: Walter B. Loeffler, Pres.
Walter B. Loeffler, President

AGREEMENT AND PLAN OF MERGER OF

**W.A. Landers Company
an Oklahoma Corporation
with and into
W.A. Landers Company
a Florida Corporation**

This Agreement and Plan of Merger, dated as of December 31, 1996, made by and among W.A. Landers Company, a Florida corporation ("W.A. Landers Florida") and W.A. Landers, an Oklahoma corporation ("W.A. Landers Oklahoma") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, W.A. Landers Oklahoma desires to merge with and into W.A. Landers Florida, with W.A. Landers Florida being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan");

WHEREAS, the Constituent Corporations are effecting the Merger for the purpose of moving the business operations of W.A. Landers Oklahoma to Florida since the shareholders of the Constituent Corporations are spending more time in Florida, have more business contacts in Florida than in Oklahoma and are becoming more and more tied to the State of Florida; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it is advisable that W.A. Landers Oklahoma be merged into W.A. Landers Florida, on the terms and conditions set forth in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections 1081 and 1082 of the Oklahoma General Corporation Act (respectively, the "Florida Act" and the "Oklahoma Act").

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the date first written above.

2. On the Effective Date, W.A. Landers Oklahoma shall be merged with and into W.A. Landers Florida. The separate existence of W.A. Landers Oklahoma shall cease as of the Effective Date and the existence of W.A. Landers Florida shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved by the Shareholders and Directors of W.A. Landers Oklahoma and W.A. Landers Florida in accordance with Section 607.1107 of the Florida Act and Section 1082 of the Oklahoma Act.

ARTICLE II EFFECTS OF THE MERGER

As of the Effective Date, W.A. Landers Florida shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of W.A. Landers Oklahoma, and shall be responsible and liable for all liabilities and obligations of W.A. Landers Oklahoma, all as more particularly set forth in Section 607.1106 of the Florida Act and Section 1088 of the Oklahoma Act.

ARTICLE III TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of W.A. Landers Oklahoma's common stock into shares of W.A. Landers Florida's stock shall be as follows:

1. Each share of W.A. Landers Oklahoma's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of W.A. Landers Florida.

ARTICLE IV ASSIGNMENT

If at any time W.A. Landers Florida shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in W.A. Landers Florida the title to any property or rights of W.A. Landers Oklahoma, or to otherwise carry out the provisions hereof, the proper officers and directors of W.A. Landers Oklahoma as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary

or proper to vest, perfect or confirm title to such property or rights in W.A. Landers Florida.

ARTICLE V EXPENSES

W.A. Landers Florida shall pay all expenses of accomplishing the Merger.

ARTICLE VI AMENDMENT

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Florida Department of State and the Certificate of Merger to be filed in connection herewith with the Oklahoma Secretary of State, the Directors of W.A. Landers Florida may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Department, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VII TERMINATION

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of W.A. Landers Florida, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of W.A. Landers Florida. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of W.A. Landers Oklahoma or W.A. Landers Florida, or their directors, officers, employees, agents, or shareholders.

ARTICLE VIII MISCELLANEOUS

1. W.A. Landers Florida hereby (a) agrees that it may be served with process in Oklahoma in any proceeding for the enforcement of any obligation of W.A. Landers Oklahoma and in any proceeding for the enforcement of the rights of a dissenting stockholder of W.A. Landers Oklahoma against W.A. Landers Florida; (b) W.A. Landers Florida irrevocably appoints Oklahoma Secretary of State as its agent to accept service of process in any such proceeding; (c) W.A. Landers Florida agrees that it shall promptly pay to the dissenting stockholders of W.A. Landers Oklahoma the amount, if any, to which they shall be entitled under the provisions of Chapter 22 of Title 18 of the Oklahoma Statutes, the Oklahoma Business Corporation Act, with respect to the rights of dissenting stockholders; and (d) agrees that the Oklahoma Secretary of State may mail a

copy of any process against W.A. Landers Florida that may be served on them to W. A. Landers Company, c/o Aaron A. Farmer, P.O. Box 413032, Naples, FL 34101.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

Attest:

W.A. LANDERS COMPANY
an Oklahoma Corporation
("W.A. Landers Oklahoma")

By: Walter B. Loeffler, Sec.
Walter B. Loeffler, Secretary

By: Walter B. Loeffler, Pres.
Walter B. Loeffler, President

Attest:

W.A. LANDERS COMPANY
a Florida Corporation
("W.A. Landers Florida")

By: Walter B. Loeffler, Sec.
Walter B. Loeffler, Secretary

By: Walter B. Loeffler, Pres.
Walter B. Loeffler, President

N1930951.DOC 12/30/96