

Division of Corporations

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P97000045967

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

ECS HOLDINGS, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SMG-ECS HOLDINGS, INC., a Florida corporation. document number
P97000084618

INTO

ECS HOLDINGS, INC., a Florida entity, P97000045967

File date: October 17, 2002

Corporate Specialist: Karen Gibson

Fax Audit No. H02000213428

ARTICLES OF MERGER
OF
SMG-ECS HOLDINGS, INC.
WITH AND INTO
ECS HOLDINGS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

1. SMG-ECS Holdings, Inc., a Florida corporation ("SMG-ECS"), shall be merged with and into ECS Holdings, Inc., a Florida corporation ("ECS"), which shall be the Surviving Corporation (the "Merger").
2. The Plan of Merger, dated as of November 11, 1998, pursuant to which the Merger has been approved and a certified copy of which is attached hereto, was adopted in accordance with Section 607.1104 of the Florida Statutes, and approved by the sole shareholder of SMG-ECS by resolution, dated as of December 21, 1998, and approved by the sole shareholder of ECS by resolution, dated as of December 21, 1998. Inadvertently, Articles of Merger were not filed with the State of Florida at that time.
3. The Articles of Incorporation of ECS as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.
4. The Merger shall be effective on the date these Articles have been filed by the Secretary of State of Florida (the "Effective Date").

[SIGNATURE ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of SMG-ECS and ECS by their respective authorized officers as of October 16, 2002.

SMG-ECS HOLDINGS, INC., a Florida corporation

By: Anita S. Wegner
Name: Anita S. Wegner
Title: Secretary

ECS HOLDINGS, INC., a Florida corporation

By: Anita S. Wegner
Name: Anita S. Wegner
Title: Secretary

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PLAN OF MERGER

Plan of merger dated November 11, 1998, between ECS Holdings, Inc., hereafter called the surviving corporation, and SMG-ECS Holdings, Inc., hereafter called the absorbed corporation.

STIPULATIONS

ECS Holding, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1001 Ives Dairy Road, North Miami Beach, Florida, 33179, and is qualified to do business in the State of Florida.

ECS Holding, Inc. has a capitalization of Seven Thousand Five Hundred and No/100 Dollars, 7,500 authorized shares of \$1.00 par value common stock, of which 100 shares are issued and outstanding.

SMG-ECS Holdings, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1001 Ives Dairy Road, North Miami Beach, Florida, 33179, and is qualified to do business in the State of Florida.

SMG-ECS Holding, Inc. has a capitalization of One Hundred and No/100 Dollars, 10,000 authorized shares of \$0.01 par value common stock, of which 1,000 shares are issued and outstanding.

The boards of directors of the constituent corporations deem it desirable and in the best business interest of the corporations and their shareholders that SMG-ECS Holdings, Inc. be merged into ECS Holdings, Inc. pursuant to the provisions of Sections 607.1104, Florida Statutes, in order that the transaction qualify as a "reorganization" with the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporation agrees as follows:

Section One. Merger: SMG-ECS Holdings, Inc. shall merge with and into ECS Holdings, Inc. which shall be the surviving corporation.

Section Two. Terms and Conditions: On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares: The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations and other securities of the surviving corporation is as follows:

- a. Each share of the One/One Hundredth Dollars (\$0.01) par value common stock of SMG-ECS Holdings, Inc. issued and outstanding on the effective date of the

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merger shall be converted into one share of the One Dollar (\$1.00) par value common stock of ECS Holding, Inc. which share of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

- b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.
- c. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation: The articles of incorporation of the surviving corporation ECS Holdings, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws: The bylaws of the surviving corporation ECS Holdings, Inc. shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers: The director and officers of the surviving corporation ECS Holdings, Inc. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions: Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares in the respective amounts of One Dollar (\$1.00) per share and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

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Section Eight. Approval by Shareholders: This plan of merger shall be submitted for approval to the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 30, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger: The effective date of this merger shall be December 31, 1998 or the date when articles of merger are filed by the Florida Department of State, whichever date is earlier.

SHAREHOLDERS OF THE SUBSIDIARY WHO, EXCEPT FOR THE APPLICABILITY OF CHAPTER 607, FLORIDA STATUTES, ARE ENTITLED TO VOTE AND WHO DISSENT FROM THE MERGER PURSUANT TO SECTION 607.1320, MAY BE ENTITLED, IF THEY COMPLY WITH THE PROVISIONS OF CHAPTER 607, FLORIDA STATUTES, REGARDING THE RIGHTS OF DISSENTING SHAREHOLDERS, TO BE PAID THE FAIR VALUE OF THEIR SHARES.

Section Ten. Abandonment of Merger: This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either the following events:

- a. If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 1998; or,
- b. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement: This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective board of directors on the date first above written.

ECS Holdings, Inc., a
Florida corporation

By: 

David Schillinger
President

Dated: November 11, 1998

SMG-ECS Holdings, Inc., a
Florida corporation

By: 

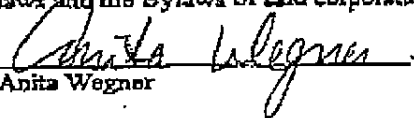
David Schillinger
President

Dated: November 11, 1998

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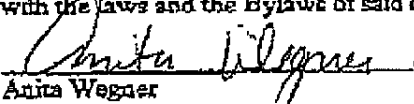
The undersigned, ANITA WEGNER, certifies that I am the duly appointed Secretary of ECS Holdings, Inc., and that the above is a true and correct copy of the merger duly adopted at the meeting of the directors thereof, convened and held in accordance with the laws and the Bylaws of said corporation on November 6, 1998.


Anita Wegner

Dated: November 9, 1998

(SEAL)

The undersigned, ANITA WEGNER, certifies that I am the duly appointed Secretary of SMG-ECS Holdings, Inc., and that the above is a true and correct copy of the merger duly adopted at the meeting of the directors thereof, convened and held in accordance with the laws and the Bylaws of said corporation on November 6, 1998.


Anita Wegner

Dated: November 9, 1998

(SEAL)

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