

P97000100676

PERRY & SCHONE, P. A.
ATTORNEYS AT LAW
50 S.E. FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

MARK A. PERRY
LARRY T. SCHONE
KEITH D. KERN

December 31, 1997

TELEPHONE (561) 276-4146
FACSIMILE (561) 276-3859

Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32301

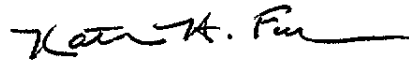
RE: CARNEGIE DISTRIBUTING, INC.
ARTICLES OF MERGER

To Whom It May Concern:

Enclosed herewith please find an original and one photocopy of the Articles of Merger of Carnegie Distributing Company with and into Carnegie Distributing, Inc. Also enclosed is our firm's check in the amount of \$122.50 which represents: \$70.00 filing fee and \$52.50 certified copy fee.

If everything is in order, please file the Articles and return a certified copy to this office using the pre-addressed envelope provided herein for your convenience. Should you have any questions, or wish to discuss this matter further, please feel free to contact us.

Very truly yours,



KATHLEEN H. FARNHAM
Legal Assistant

Encs.

500002388365--0
-01/02/98--01068--010
***122.50 ***122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 PM 12: 20

Merger
01-12-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

CARGEGIE DISTRIBUTING COMPANY, A OHIO CORPORATION NOT
QUALIFIED IN FL.

INTO

CARNEGIE DISTRIBUTING, INC., a Florida corporation, P97000100676

File date: January 12, 1998

Corporate Specialist: Cheryl Coulliette

PERRY & SCHONE, P. A.

ATTORNEYS AT LAW
50 S.E. FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

January 9, 1998

TELEPHONE (561) 276-4146
FACSIMILE (561) 276-3859

MARK A. PERRY
LARRY T. SCHONE
KEITH D. KERN

Cheryl Coulliette
Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32301

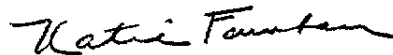
RE: CARNEGIE DISTRIBUTING, INC.
ARTICLES OF MERGER

Dear Cheryl:

Pursuant to your request, please find enclosed the original Agreement and Plan of Merger to be filed with the Articles of Merger of the above-captioned corporation.

Thank you for your assistance. Should you have any questions, or wish to discuss this matter further, please feel free to contact us.

Very truly yours,



KATHLEEN H. FARNHAM
Legal Assistant

Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 JAN 12 PM 12:26

**ARTICLES OF MERGER OF
CARNEGIE DISTRIBUTING COMPANY
WITH AND INTO
CARNEGIE DISTRIBUTING, INC.**

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JAN 12 PM 12:29

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("Florida Act"), and Section 1701.79 of the Ohio Business Corporation Act ("Ohio Act") the merger of CARNEGIE DISTRIBUTING COMPANY, an Ohio corporation ("COMPANY"), with and into CARNEGIE DISTRIBUTING, INC. a Florida corporation ("INC"), (the "Merger"), is hereby effected in compliance with Section 607.1105 of the Florida Act and Section 1701.79 of the Ohio Act.

1. The Merger is effected pursuant to an Agreement and Plan of Merger dated as of December 15, 1997, by and between, among other parties, COMPANY and INC.

2. The Merger is effective on December 31, 1997 ("Effective Date"), notwithstanding the prior receipt and filing of these Articles of Merger by the Secretary of State of the State of Florida and the Secretary of State of the State of Ohio.

3. The names of the constituent corporations now and under which each was formed is as follows:

- (a) Carnegie Distributing Company, an Ohio corporation;
- (b) Carnegie Distributing, Inc., a Florida corporation.

4. The following shares of Common Stock of COMPANY and their par value are owned and entitled to vote as follows:

		<u>Par Value</u>
Joseph J. Sussen, Jr. Trust	200 shares	\$0
Mary B. Sussen Trust	54 shares	0
Donna S. Wible	136 shares	0
Kathleen S. Hanson	60 shares	0
Sarah I. Sussen	76 shares	0
Mary P. Carroll	66 shares	0

William Zahler, Jr.	9 shares	0
Patricia Zahler	57 shares	0
Timothy Zahler	20 shares	0
Mark Zahler	57 shares	0

There is no other class of capital stock of COMPANY; the number of shares of Common Stock of COMPANY is not subject to change prior to the Effective Date of the Merger.

5. JOSEPH J. SUSSEN, JR., owns 1 share of Common Stock of INC, par value \$1.00 per share, issued and entitled to vote. There is no other class of capital stock of INC; the number of shares of Common Stock of INC is not subject to change prior to the Effective Date of the Merger.

6. The Merger was authorized by the Board of Directors of COMPANY by unanimous action on December 15, 1997, pursuant to Section 1701.79 of the Ohio Act, and was unanimously approved by the shareholders on December 15, 1997, by a vote of 735 For and 0 Opposed, pursuant to Section 1701.79 of the Ohio Act.

7. The Merger was authorized by the Board of Directors of INC by unanimous action on December 15, 1997, pursuant to Section 607.0821 of the Florida Act, and was unanimously approved by the Incorporator and shareholder pursuant to Section 607.0704 of the Florida Act.

8. The Merger is permitted by Section 1701.79 of the Ohio Act.

9. The Merger is permitted by Section 607.1101 of the Florida Act.

10. Shareholders of COMPANY shall receive an aggregate of 1 share of Common Stock, par value \$1.00 per share, of INC for each share of COMPANY held by them at the time of the Merger. All outstanding shares of capital stock of COMPANY shall,

on the effective date of the Merger, become null and void and shall no longer be deemed issued and outstanding.

11. The name of CARNEGIE DISTRIBUTING, INC., shall be changed to CARNEGIE DISTRIBUTING COMPANY.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its duly authorized President as of the 15TH day of December, 1997.

Witnesses:

James Rubells
Larry Schum

CARNEGIE DISTRIBUTING COMPANY

By Joseph J. Susse, Jr.
JOSEPH J. SUSSEN, JR.
President

James Rubells
Larry Schum

CARNEGIE DISTRIBUTING, INC.

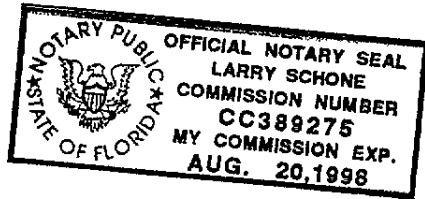
By Joseph J. Susse, Jr.
JOSEPH J. SUSSEN, JR.
President

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by JOSEPH J. SUSSEN,

JR. as President of Carnegie Distributing Company, an Ohio corporation, and JOSEPH J. SUSSEN, JR. as President of Carnegie Distributing, Inc., a Florida corporation, who is personally known to me or who produced _____ as identification.



(Seal)

A handwritten signature in cursive script, appearing to read "Larry Schone", written over a horizontal line.

Notary Public - State of Florida

My commission expires:

h:\khf\corp\carnegie\articles.mrg

AGREEMENT AND PLAN OF MERGER OF
CARNEGIE DISTRIBUTING COMPANY
WITH AND INTO
CARNEGIE DISTRIBUTING, INC.

Pursuant to Section 607.1101 of the Florida Business Corporation Act ("the Act"), and Section 1701.79 of the Ohio statutes, CARNEGIE DISTRIBUTING COMPANY, an Ohio Corporation, and CARNEGIE DISTRIBUTING, INC, a Florida corporation, do hereby agree and enter into this Agreement and Plan of Merger on the following terms and conditions:

1. CARNEGIE DISTRIBUTING COMPANY does hereby agree to merge into CARNEGIE DISTRIBUTING, INC., with CARNEGIE DISTRIBUTING, INC. being the surviving corporation. Hereinafter, CARNEGIE DISTRIBUTING, INC. shall be designated as the surviving corporation.
2. The subscriber, JAMES WELLS, shall assign one share of his subscription to JOSEPH J. SUSSEN, JR., with the remainder to be redeemed by the surviving corporation.
3. The surviving corporation shall issue one (1) share of its common stock, \$1.00 par value, in exchange for each share of CARNEGIE DISTRIBUTING COMPANY common stock outstanding as of the date of the execution of this Agreement and Plan of Merger.
4. Immediately prior to the issuance of the shares of the surviving corporation in exchange for the shares of CARNEGIE DISTRIBUTING COMPANY, the surviving corporation shall redeem the one share of stock issued to JOSEPH J. SUSSEN, JR., and carry it as treasury stock.
5. This merger is intended to qualify under Internal Revenue Code Section 368(a)(1)(F) as mere change of place of organization.

6. The merger shall be effective on December 31, 1997.

7. The name of CARNEGIE DISTRIBUTING, INC., shall be changed to CARNEGIE DISTRIBUTING COMPANY.

IN WITNESS WHEREOF we have executed this Agreement and Plan of Merger this 15th day of December, 1997.

In the presence of:

CARNEGIE DISTRIBUTING COMPANY

James R. Wells
Larry Johnson

By Joseph J. Susse
JOSEPH J. SUSSEN, JR., President

James R. Wells
Larry Johnson

CARNEGIE DISTRIBUTING, INC.

By Joseph J. Susse
JOSEPH J. SUSSEN, JR., President