Document Number Only

P97000100741

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City State Zip Phone

FILED
97 NOV 26 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

EFFECTIVE DATE
11/30/97

Merger

Dent, Hughes & Watkins, Inc

into:

D, H & W, Inc.

800002358248--1
-12/01/97--01001--009
*****70.00 *****70.00

( ) Profit
( ) NonProfit
( ) Limited Liability Company
( ) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

(X) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership
( ) Certified Copy

( ) Annual Report
( ) Reservation
( ) Photo Copies

( ) Other
( ) Change of R.A.
( ) Fictitious Name
( ) CUS

( ) Call When Ready
(X) Walk In
( ) Mail Out

( ) Call if Problem
( ) Will Wait

( ) After 4:30
(X) Pick Up

RECEIVED
97 NOV 26 PM 2:36
DIVISION OF CORPORATIONS

Name Availability	12/1/97
Document Examiner	DOH
Updater	DON
Verifier	DOH
Acknowledgment	DOK
W.P. Verifier	DOH

11/24

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

01166, 00589

X 00789, ~~00524~~, 00672

CR2E031 (1-89)

P97000100741

ARTICLES OF MERGER
Merger Sheet

MERGING:

DENT, HUGHES & WATKINS, INC., a North Carolina corporation not authorized to transact business in Florida

,

INTO

D,H&W, INC., a Florida corporation, P97000100741.

File date: November 26, 1997 , effective November 30, 1997

Corporate Specialist: Annette Hogan

WISHART, NORRIS, HENNINGER & PITTMAN, P. A.
ATTORNEYS AND COUNSELLORS AT LAW

TIMOTHY B. GAVIGAN
ATTORNEY AT LAW

6832 MORRISON BLVD.
CHARLOTTE, NORTH CAROLINA 28211
TELEPHONE 704-364-0010
FACSIMILE 704-364-0569

P. O. BOX 1998
BURLINGTON, NORTH CAROLINA 27216-1998
TELEPHONE 910-584-3388
FACSIMILE 910-584-3994

PLEASE REPLY TO CHARLOTTE

December 11, 1997

Annette Hogan, Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: D,H&W, INC. / Ref. Number:P97000100741

Dear Ms. Hogan:

Enclosed please find the original and 1 conformed copy of the corrected Articles of Merger between Dent, Hughes & Watkins, Inc. and D,H&W, Inc. If the Articles are sufficient, please file them with an effective date/time as signified in Article VIII thereof.

If you have any questions, please do not hesitate to call me.

Best regards,

WISHART, NORRIS, HENNINGER
& PITTMAN, P.A.

TBG

Timothy B. Gavigan

TBG
Enclosures (2)

G:\TBG\31368001\F-REORG\TLTRFLA.WPD

EFFECTIVE DATE
11/30/97

97 NOV 26 PM 2:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DENT, HUGHES & WATKINS, INC.
INTO
D,H&W, INC.

D,H&W, INC. (hereinafter the "Surviving Corporation"), a corporation organized under the laws of the State of Florida, pursuant to §§607.1105(1) and 607.1107, Florida Statutes, hereby submits these Article of Merger for the purpose of merging DENT, HUGHES & WATKINS, INC. (hereinafter the "Merging Corporation"), a corporation organized under the laws of the State of North Carolina, into the Surviving Corporation:

ARTICLE I

The parties hereto agree to effect this Merger.

ARTICLE II

The corporation to survive the Merger is D,H&W, INC., a Florida corporation, which shall continue under the same name.

ARTICLE III

The total number of shares of stock of all classes which the parties hereto have authority to issue, have issued, and have voted in favor of the Plan of Merger is as follows:

		Number of Shares		
Corporation	Class of Stock	Authorized	Issued	In Favor
Merging Corporation	Common ($1.00 par value)	100,000	29,100	29,100
Surviving Corporation	Common (no par value)	100,000	3	3

ARTICLE IV

The manner and basis of exchanging and converting the issued stock of Merging Corporation is as follows: Each share of issued and outstanding Common Stock ($1.00 par value) of Merging Corporation shall be converted into one share of Common Stock (no par value) of Surviving Corporation. Upon the surrender of certificates representing shares of Merging Corporation stock by holders thereof, certificates for an equal number of Surviving Corporation stock shall be issued in exchange by Surviving Corporation. Shares of Surviving Corporation Common Stock (no par value) outstanding at the date of this Merger shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled.

ARTICLE V

The principal offices of Merging Corporation and Surviving Corporation are located in Riverview, Florida. Neither party to the Merger owns property the title to which could be affected by the recording of an instrument among the land records.

ARTICLE VI

These Articles and the Plan of Merger were duly adopted and approved by the boards of directors and stockholders of Merging Corporation and Surviving Corporation, respectively, in each case by Written Consent of all directors and all stockholders dated the 29th day of November, in the manner and by the vote required by the Florida Statutes.

ARTICLE VII

The Plan of Merger is as follows:

7.1 The Articles of Incorporation of Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Surviving Corporation and shall not be changed or amended by the Merger.

7.2 Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

7.3 The Bylaws of Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of Surviving Corporation until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Article of Incorporation, or in the manner permitted by the applicable provisions of law.

7.4 The directors of Surviving Corporation as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of Surviving Corporation. The number of directors of Surviving Corporation shall continue to be 7 and are the following persons: H. Wingfield Hughes, Betsey W. Hughes, Dorothy Hughes, James D. Hughes, Barbara W. Hughes, Susan H. Mosher, and James Heldreth.

7.5 The following officers of Surviving Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the board of directors of Surviving Corporation:

H. Wingfield Hughes	President
Betsey W. Hughes	Vice-President

Dorothy Hughes	Secretary
James D. Hughes	Treasurer

7.6 Each share of issued and outstanding Common Stock ($1.00 par value) of Merging Corporation shall be converted into one share of Common Stock (no par value) of Surviving Corporation. Upon the surrender of certificates representing shares of Merging Corporation stock by holders thereof, certificates for an equal number of Surviving Corporation stock shall be issued in exchange by Surviving Corporation. Shares of Surviving Corporation Common Stock (no par value) outstanding at the date of this Merger shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled.

7.7 On the effective date of the Merger, the separate existence of Merging Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Surviving Corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Merging Corporation by the last acting officers thereof, or by the corresponding officers of Surviving Corporation.

7.8 After approval of this Plan by the shareholders of Merging Corporation and Surviving Corporation, and at any time prior to the Merger's becoming effective, the board of directors of Surviving Corporation may, in their discretion, abandon the Merger.

ARTICLE VIII

The Merger will become effective at 12:00 am/pm on November 30, 1997.

D,H&W, INC.

By: [signature]
H. Wingfield Hughes, Chairman

DENT, HUGHES &WATKINS, INC.

By: [signature]
H. Wingfield Hughes, Chairman