

335843



UCC FILING & SEARCH SERVICES, INC.  
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665005

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Byrne - Rinehart & Co.

**NEED TODAY**

Walk In

Pick Up Time

Certified Copy

Mail Out

Certificate of Status

Will Wait

Certificate of Good Standing

Photocopy

ARTICLES ONLY

ALL CHARTER DOCS

**NEED TODAY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 21 PM 3:49

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                      |
|-------------------------------------|--------------------------------------|
| <input type="checkbox"/>            | Amendment                            |
| <input type="checkbox"/>            | Resignation of R.A. Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent           |
| <input type="checkbox"/>            | Dissolution/Withdrawal               |
| <input checked="" type="checkbox"/> | Merger                               |

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

*Merger*

*5/22/98*

RECEIVED  
98 MAY 21 AM 9:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BYRNE-RINEHART & CO., a FL corp. 566454

INTO

ESSLINGER-WOOTEN-MAXWELL, INC., a Florida corporation, 335843

File date: May 22, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

28 MAY 23 1998  
DIVISION OF CORPORATION  
PM 3:22

May 21, 1998

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: BYRNE - RINEHART & CO.  
Ref. Number: 566454

**NEED TODAY**

We have received your document for BYRNE - RINEHART & CO. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 598A00028600

*Corrected. Amended  
name. Please backdate.*

ARTICLES AND PLAN OF MERGER

OF

**BYRNE-RINEHART & CO.**  
(a Florida corporation)

AND

**ESSLINGER-WOOTEN-MAXWELL, INC.**  
(a Florida corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 22 PM 3:49

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Article of Merger provide that:

1. Byrne-Rinehart & Co., a Florida corporation (the "Acquiree"), shall be merged with and into Esslinger-Wooten-Maxwell, Inc., a Florida corporation (the "Acquiror"), which shall be the surviving corporation (the "Surviving Corporation").


2. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida.

3. The Plan of Reorganization and Acquisition Agreement (the "Plan"), dated as of May 1, 1998, pursuant to which the Acquiree shall be merged with and into the Acquiror, was unanimously approved and adopted by the shareholders of the Acquiror on May 1, 1998, and was unanimously approved by the shareholders of the Acquiree on May 1, 1998.

4. The Plan provides that the holders of all the issued and outstanding shares of Common Stock, par value \$.10 per share, of Acquiree shall automatically and without any action by the record owners thereof be converted into the right to receive shares of First Reserve, Inc., an Arizona corporation ("Acquiror Parent"), in the ratio of 4,000 shares of Acquiror Parent Common Stock for each share of Acquiree Common Stock. Fractional shares of Acquiror Parent Common Stock shall be rounded up to the next larger whole share. Upon tender by the shareholders of Acquiree of certificates representing their shares of Common Stock of Acquiree, such shareholders shall receive certificates representing their shares of Acquiror Parent Common Stock.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the Acquiror and the Acquiree by their authorized officers as of May 1, 1998.

BYRNE-RINEHART & CO.,

By:   
Thomas E. Byrne, President

ESSLINGER-WOOTEN-MAXWELL, INC.

By:   
Ronald A. Shuffield, President