

# 335843



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

Gerard International Realty

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TALLAHASSEE, FLORIDA

RECEIVED  
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DIVISION OF CORPORATION  
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# RUSH

NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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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

Ordered By:

Joe

Date:

10/15

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GERALD INTERNATIONAL REALTY, INC., a Florida corporation,  
P95000041204

INTO

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

File date: October 14, 1998

Corporate Specialist: Teresa Brown

**ARTICLES AND PLAN OF MERGER**  
**OF**  
**GERARD INTERNATIONAL REALTY, INC.**  
**(a Florida corporation)**  
**AND**  
**ESSLINGER-WOOTEN-MAXWELL, INC.**  
**(a Florida corporation)**

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TALLAHASSEE, FLORIDA

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

1. Gerard International Realty, Inc., 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 September 30, 1998, pursuant to which the Acquiree shall be merged with and into the Acquiror, was approved and adopted by the sole shareholder of the Acquiror on September 30, 1998, and was unanimously approved by the shareholders of the Acquiree on September 30, 1998.

4. The Plan provides that each share of Common Stock of the Acquiree held by the holders of all the issued and outstanding shares of Common Stock, par value \$1.00 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., a Florida corporation ("Acquiror Parent"), in the ratio of (i) 3,000 shares of Acquiror Parent Common Stock for each share of Acquiree Common Stock and (ii) 2,000 shares of Acquiror Parent Common Stock for each share of Acquiree Common Stock, which shall be subject to and released from escrow in accordance with the terms and conditions set forth in the Plan. 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 Sept. 30, 1998.

GERARD INTERNATIONAL REALTY, INC.

By:

  
Nelson Gonzalez, President

ESSLINGER-WOOTEN-MAXWELL, INC.

By:

  
Ronald A. Shuffield, President