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F9300000/823

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

900002714029--3  
-12/17/98--01009--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

900002714029--3  
-12/18/98--01001--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

EFFECTIVE DATE 10/31/98 *Nursen*

ARISTAN Realty, Inc. - GW Advertising Agency, Inc.  
 Agency In PD: ARISTAN, INC.

98 DEC 17 PM 3:27  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GW ADVERTISING AGENCY, INC., a Florida corporation 308491  
ARISTAR REALTY, INC., a Florida corporation 276457

INTO

**ARISTAR, INC.**, a Delaware corporation, F93000001823

File date: December 17, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
12/31/98

FILED  
98 DEC 17 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
of  
ARISTAR REALTY, INC.  
and  
GW ADVERTISING AGENCY, INC.  
with and into  
ARISTAR, INC.

Pursuant to §§ 607.1105 and 607.1107, Florida Statutes, the undersigned corporation hereby executes and adopts the following Articles of Merger:

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan of Merger dated November 30, 1998 which sets forth the terms of the merger of, Aristar Realty, Inc, a Florida corporation ("Aristar Realty") and GW Advertising Agency, Inc., a Florida corporation ("GW Advertising") with and into Aristar, Inc., a Delaware corporation ("Aristar").

2. The effective date of the merger shall be December 31, 1998.

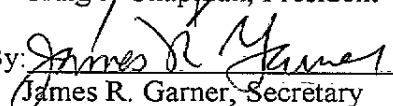
3. The merger and the Plan of Merger were duly authorized and adopted by the boards of directors and the sole shareholder of Aristar Realty and GW Advertising by resolution adopted November 30, 1998.

4. The merger and Plan of Merger, and performance of its terms, were duly authorized by all action required by the laws of the state of Delaware and in accordance with its charter.

Dated this 30th day of November, 1998

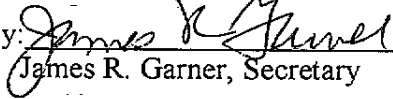
ARISTAR, INC.

By:   
Craig J. Chapman, President

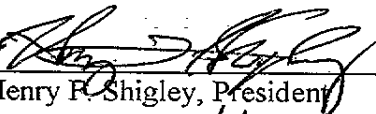
By:   
James R. Garner, Secretary


**ARISTAR REALTY, INC.**

By:   
Henry F. Shigley, President

By:   
James R. Garner, Secretary

**GW ADVERTISING AGENCY, INC.**

By:   
Henry F. Shigley, President

By:   
James R. Garner, Secretary

**EXHIBIT "A"**

**PLAN OF MERGER**

Plan of Merger made as of this 30th day of November, 1998, among Aristar, Inc., a Delaware corporation ("Aristar"), Aristar Realty, Inc., a Florida corporation ("Aristar Realty") and GW Advertising Agency, Inc, a Florida corporation ("GW Advertising"). Aristar Realty and GW Advertising are wholly owned subsidiaries of Aristar. This Plan of Merger is intended to constitute a "plan of liquidation" as that term is used in Section 332 of the Internal Revenue Code of 1986, as amended.

The boards of directors of Aristar, Aristar Realty and GW Advertising have approved this Plan of Merger under which Aristar Realty and GW Advertising shall be merged with and into Aristar. The Plan of Merger has been approved by the sole shareholder of Aristar Realty and GW Advertising.

Aristar, Aristar Realty and GW Advertising hereby agree as follows:

1. Merger. At and on the Effective Time of the Merger, Aristar Realty and GW Advertising shall be merged with and into Aristar in accordance with the terms hereof. Aristar shall be the surviving corporation.
2. Effective Time. The effective time ("Effective Time") of this Merger shall be December 31, 1998.
3. Terms and Conditions of the Merger. At the Effective Time of the Merger, the shares of Aristar Realty and GW Advertising shall not be converted into shares of Aristar, but shall be cancelled and the authorized capital stock of Aristar shall not be changed, but shall be and remain the same as before the merger.
4. Rights and Duties of the Surviving Corporation. At the Effective Time of the Merger, Aristar Realty and GW Advertising shall be merged with and into Aristar, which shall be the surviving corporation and which shall continue to be a Delaware corporation. All assets, rights, privileges, powers, franchises and property (real, personal, mixed, tangible and intangible, choses in action, rights and credits) of Aristar Realty and GW Advertising shall be automatically vested in Aristar as the surviving corporation by virtue of the Merger without any deed or other document of transfer. The surviving corporation, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as agent or other fiduciary in the same manner and to the same extent as such rights, franchises, interests, and other powers were held or enjoyed respectively by Aristar, Aristar Realty and GW Advertising. The surviving corporation shall be responsible for all the liabilities of every kind and description of Aristar, Aristar Realty and GW Advertising immediately prior to the Effective Time, including liabilities


for all debts, obligations and contracts of the constituent corporations, whether matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books, accounts or records of either Aristar, Aristar Realty or GW Advertising. All rights of creditors and other obligees and all liens on property of either Aristar, Aristar Realty or GW Advertising shall be preserved and shall not be released or impaired.

5. Certificate of Incorporation and Bylaws. At and after the Effective Time of the Merger, the certificate of incorporation and bylaws of Aristar as in effect immediately prior to the Effective Time shall remain the certificate of incorporation and the bylaws of the surviving corporation until amended in accordance with law.

Dated as of November 30, 1998.

**ARISTAR, INC.**

By:   
Craig J. Chapman, President

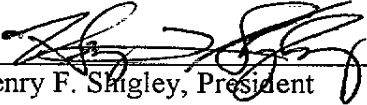
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Henry F. Shigley, President

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