

124910

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNSHINE ELECTRICAL & PLUMBING SUPPLY, INC., a Florida corporation,
327158

INTO

REMSOUTH, INC., a Florida corporation, 124910

File date: May 1, 1997

Corporate Specialist: Velma Shepard

124910

SLOTT & BARKER
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ARNOLD H. SLOTT, P.A.
EARL M. BARKER, JR., P.A.
BOARD CERTIFIED
CIVIL TRIAL ATTORNEY
MARLA K. BUCHANAN

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
(904) 353-0033
TELECOPIER (904) 355-4148

April 16, 1997

200002146172--6
-04/17/97--01044--019
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002146172--6
-04/17/97--01044--020
*****52.50 *****52.50

Re: Merger of Sunshine Electrical & Plumbing Company, Inc.
into RemSouth, Inc.

Ladies and Gentlemen:

Enclosed are the executed original and two photocopies of Articles of Merger of
Sunshine Electrical & Plumbing Company, Inc. into RemSouth, Inc.

Our firm check made payable to Secretary of State for \$70.00 is enclosed to cover
the fee to record the merger of the two companies, along with our check for \$52.50 as your
fee to certify and return to us one copy of the Articles.

Should you have any questions, please contact our office.

Very truly yours,

Carol-Anne Hallam

Carol-Anne Hallam
Legal Assistant

:cah
Enclosures

FILED
97 MAY -1 PM12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

VS MAY 5 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 28, 1997

CAROL-ANNE HALLAM
334 EAST DUVAL STREET
JACKSONVILLE, FL 32202-2718

SUBJECT: REMSOUTH, INC.
Ref. Number: 124910

We have received your document for REMSOUTH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show the name of the merging corporation as it appears on the attached print out, please correct the name through out your document.

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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 697A00021764

ARTICLES OF MERGER OF
SUNSHINE ELECTRICAL & PLUMBING SUPPLY, INC.
INTO
REMSOUTH, INC.

FILED
97 MAY -1 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, RemSouth, Inc., a Florida corporation, hereinafter sometimes variously designated as the surviving corporation or as "RemSouth", and Sunshine Electrical & Plumbing Supply, Inc., a Florida corporation, hereinafter sometimes variously designated as the subsidiary corporation or as "Sunshine," pursuant to the provisions of Section 607.1105, Florida Statutes, hereby execute the following Articles of Merger of Sunshine Electrical & Plumbing Supply, Inc. into RemSouth, Inc., to wit:

1. The Plan of Merger of the subsidiary corporation into the surviving corporation, approved and adopted by resolution of the shareholders and directors of the surviving corporation unanimously adopted on April 10, 1997, and unanimously approved and adopted by resolution of all of the directors and the sole shareholder of the subsidiary corporation on April 10, 1997, is as follows:

RESOLVED, that Sunshine Electrical Plumbing & Supply, Inc., a Florida corporation, be merged into RemSouth, Inc., a Florida corporation, in accordance with the following plan of merger:

1. Surviving Corporation. Sunshine Electrical Plumbing & Supply, Inc. ("Sunshine") shall be merged into RemSouth, Inc. (RemSouth), which shall be the surviving corporation. There shall be no change in the Articles of Incorporation of the surviving incorporation.

2. Ownership of Stock. The issued and outstanding shares of stock of Sunshine consist of 100 shares of common stock, all of which are owned by RemSouth.

3. Terms and Conditions of Merger. On the effective date of the merger of Sunshine into RemSouth, the separate existence of Sunshine shall cease, the common stock of Sunshine shall be canceled, and RemSouth shall succeed to all of the properties, rights and other assets, and shall be

subject to all of the liabilities of Sunshine, without further action by either corporation.

4. Further Assurances. If at any time RemSouth shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan or Merger, the officers and directors of Sunshine as of the effective date of this merger shall execute such conveyances or documents or take such other actions.

5. Effective Date. The effective date of this merger shall be May 1, 1997; provided, however, that said effective date shall not be sooner than the date of filing of the Articles of Merger by the Department of State, State of Florida, pursuant to the provisions of Section 607.1105(1), Florida Statutes.

6. Notice to Subsidiary Shareholder. The Secretary of RemSouth shall mail a copy of this Plan of Merger to the sole shareholder of record of Sunshine.

7. Articles of Merger. The appropriate officers of RemSouth and Sunshine shall execute sufficient counterparts of Articles of Merger, and deliver them to the Department of State, State of Florida, and shall do all other things as may be required to effect this Plan of Merger pursuant to the provisions of the Florida Statutes.

2. The effective date of this merger shall be May 1, 1997; provided, however, that said effective date shall not be sooner than the date of filing of the Articles of Merger by the Department of State, State of Florida, pursuant to the provisions of Section 607.1105(1), Florida Statutes.

3. Notwithstanding the aforesaid approving resolutions adopted by the respective shareholders of the surviving corporation and its wholly owned subsidiary corporation, shareholder approval of this merger is not required.

SIGNATURES FOLLOW ON PAGE 3

Dated this 10th day of April, 1997.

SUNSHINE ELECTRICAL &
PLUMBING SUPPLY, INC.

REM SOUTH, INC.

By: James R. Wilkerson Jr.
JAMES R. WILKERSON, JR., President

By: James R. Wilkerson Jr.
JAMES R. WILKERSON, JR., President

Attest: Nancy C. Wilkerson
NANCY C. WILKERSON, Secretary

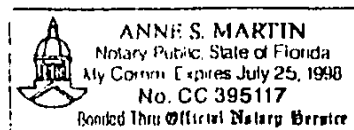
Attest: Nancy C. Wilkerson
NANCY C. WILKERSON, Secretary

STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

BEFORE ME appeared James R. Wilkerson, Jr., and Nancy C. Wilkerson, the President and Secretary, respectively, of RemSouth, Inc., a Florida corporation, to me well known to be the individuals and officers described in and who executed the foregoing instrument and acknowledged to and before me that they executed the same as such officers and that the same is the free act and deed of said corporation and that the seal affixed is the seal of said corporation.

WITNESS my hand and official seal this 10th day of April, 1997.

Anne S. Martin
Notary Public, State of Florida at Large Anne S. Martin
Stamp:



STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

BEFORE ME appeared **James R. Wilkerson, Jr.**, and **Nancy C. Wilkerson**, the President and Secretary, respectively, of Sunshine Electrical & Plumbing, Inc., a Florida corporation, to me well known to be the individuals and officers described in and who executed the foregoing instrument and acknowledged to and before me that they executed the same as such officers and that the same is the free act and deed of said corporation and that the seal affixed is the seal of said corporation.

WITNESS my hand and official seal this 10th day of April, 1997.

Anne S. Martin
Notary Public, State of Florida at Large Anne S. Martin
Stamp:

