

Division of Corporations

161737

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

VARN INVESTMENT COMPANY

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Certificate of Status	0
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Page Count	03
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merger

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

VARN COMPANY, a Florida corporation, P00000091844

INTO

VARN INVESTMENT COMPANY, a Florida entity, 161737.

File date: December 29, 2000 , effective January 1, 2001

Corporate Specialist: Susan Payne

(850)487-6013 01/03/01 12:47 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2001

VARN INVESTMENT COMPANY
645 RIVERSIDE AVE., STE.460
P.O.BOX 4488 (32201)
JACKSONVILLE, FL 32204

SUBJECT: VARN INVESTMENT COMPANY
REF: 161737

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MERGER OR SHARE EXCHANGE
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ARTICLES AND PLAN OF MERGER
OF VARN COMPANY
WITH AND INTO
VARN INVESTMENT COMPANY

EFFECTIVE DATE

1/1/01

Varn Company, a Florida corporation, and Varn Investment Company, a Florida corporation (collectively the "Constituent Corporations"), enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging Varn Company with and into Varn Investment Company.

ARTICLE I

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) Varn Company, a Florida corporation; and
- (b) Varn Investment Company, a Florida corporation.

ARTICLE II

APPROVAL OF PLAN OF MERGER

The Plan of Merger set forth in Article III hereof was duly adopted and approved by the Board of Directors and Shareholders of the Constituent Corporations as follows:

- (a) By written consent adopted on December 28, 2000, of all of the members of the Board of Directors and all of the shareholders of Varn Company, dated as of January 1, 2001; and
- (b) By Written consent adopted on December 28, 2000, of all of the members of the Board of Directors and the sole shareholder of Varn Investment Company, dated as of January 1, 2001.

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ARTICLE III
PLAN OF MERGER

3.1 At and as of the Effective Date (as defined in Section 3.8, below), Varn Company, the parent corporation, shall merge with and into Varn Investment Company, its wholly owned subsidiary (the "Surviving Corporation"), whose name shall continue to be Varn Investment Company.

3.2 Prior to the Effective Date, Varn Company, as the sole shareholder of Varn Investment Company, has waived, in writing, the requirement that Varn Company, as the parent corporation, mail a copy or summary of the Plan of Merger to Varn Company, its wholly owned subsidiary.

3.3 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and as of the Effective Date, each authorized and outstanding share of the common stock of Varn Company, by virtue of the merger and without any action on the part of the holder thereof, shall be automatically converted into the proportionate number of shares of the common capital stock of Varn Investment Company.

b) At and as of the Effective Date, each authorized but unissued share of common stock of Varn Company, if any, shall be canceled and extinguished by virtue of the merger and no consideration shall be issued with respect thereto.

3.4 At and as of the Effective Date, Varn Investment Company shall make a pro rata issuance of the shares of Varn Investment Company to the holders of the shares of Varn Company upon surrender of any certificates therefor.

3.5 Pursuant to the Florida Business Corporation Act (the "Act"), the shareholders of Varn Investment Company who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida

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Statutes, may be entitled, if such shareholders comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their respective shares.

3.6 At and as of the Effective Date, the separate existence of Varn Company shall cease, and all of the property, rights, privileges, contracts and franchises for the corporation of whatsoever nature and description, shall be untransferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3.7 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for the liabilities and obligations of Varn Company.

3.8 The merger of Varn Company, with and into the Surviving Corporation, shall be effective as of January 1, 2001.

IN WITNESS WHEREOF, the undersigned officers of Varn Company and Varn Investment Company, respectively, have executed these Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors and shareholders of each corporation.

VARN COMPANY,
a Florida corporation

By: [Signature]
Print: George W. Varn
Its: President

VARN INVESTMENT COMPANY,
a Florida corporation

By: [Signature]
Print: WESTER VARN JR
Its: President