



**THE UNITED STATES  
CORPORATION**  
COMPANY

# 176242

ACCOUNT NO. : 072100000032

REFERENCE : 654578

430392

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 122.50

FILED  
97 DEC 31 PM 3:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : December 31, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 654578-005

7000002387297--4

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman  
Greenberg Traurig Hoffman  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

EFFECTIVE DATE  
1-1-98

ARTICLES OF MERGER

REPUBLIC GAS & UTILITIES CORP.

Name Availability	1/5/98
Document	INTO
Examiner	<i>Don</i>
WEEKS BOTTLE GAS & APPLIANCE COMPANY	<i>Don</i>
Update Verifier	<i>Don</i>
W.P. Verifier	<i>Don</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

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97 DEC 31 PM 12:14  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS: \_\_\_\_\_

176242

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

REPUBLIC GAS AND UTILITIES CORP., a Florida corporation 264850

INTO

**WEEKS BOTTLEGAS & APPLIANCE COMPANY**, a Florida corporation,  
176242

File date: December 31, 1997, effective January 1, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 2, 1998

CSC  
JON A BOWLING  
TALLAHASSEE, FL

SUBJECT: REPUBLIC GAS AND UTILITIES CORP  
Ref. Number: 264850

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for REPUBLIC GAS AND UTILITIES CORP and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the 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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 398A00000031

RECEIVED  
98 JAN -5 AM 10:49  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

11/19/98

ARTICLES OF MERGER  
OF  
REPUBLIC GAS AND UTILITIES CORP, A FLORIDA CORPORATION  
INTO  
WEEKS BOTTLEGAS & APPLIANCE COMPANY, A FLORIDA CORPORATION

FILED  
97 DEC 31 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, REPUBLIC GAS AND UTILITIES CORP, a Florida corporation ("REPUBLIC") and WEEKS BOTTLEGAS & APPLIANCE COMPANY, a Florida corporation ("WEEKS"), adopt the following Articles of Merger for the purpose of merging REPUBLIC with and into WEEKS (the "Merger").

**FIRST:** The Agreement and Plan of Merger is attached hereto as Exhibit "A".

**SECOND:** The Agreement and Plan of Merger was adopted by the sole director and sole voting shareholder of each of REPUBLIC and WEEKS by unanimous written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of January 1, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto effective as of the <sup>29<sup>th</sup></sup> day of December, 1997.

REPUBLIC GAS AND UTILITIES CORP

By: 

JEFFREY MILLER, President

WEEKS BOTTLEGAS  
& APPLIANCE COMPANY

By: 

JEFFREY MILLER, President

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, effective as of January 1, 1998 ("Agreement"), between **REPUBLIC GAS AND UTILITIES CORP**, a Florida corporation ("REPUBLIC"), and **WEEKS BOTTLEGAS & APPLIANCE COMPANY**, a Florida corporation ("WEEKS" or the "Surviving Corporation").

LEONARD MILLER, owns 1,000 shares of the Class A Common Stock (voting) of REPUBLIC and JEFFREY MILLER, as Trustee of the J.M. IRREVOCABLE TRUST, owns 19,000 shares of the Class B Common Stock (non-voting) of REPUBLIC (the "REPUBLIC Shares"), all of the forgoing shares constituting 100% of the authorized, issued and outstanding shares of REPUBLIC as of the date this Agreement.

LEONARD MILLER, owns 1000 shares of the Class A Common Stock (voting) of WEEKS and JEFFREY MILLER, as Trustee of the J.M. IRREVOCABLE TRUST, owns 19,000 of the Class B Common Stock (non-voting) of WEEKS (the "WEEKS Shares") all of the forgoing shares constituting 100% of the authorized, issued and outstanding shares of WEEKS as of the date this Agreement.

REPUBLIC and WEEKS desire to effect the statutory merger of REPUBLIC with and into WEEKS, with WEEKS to survive such merger (the "Surviving Corporation").

1. **Parties to the Merger.** REPUBLIC and WEEKS shall be parties to the merger (the "Merger") of REPUBLIC with and into WEEKS.

2. **Terms and Conditions of Merger.** REPUBLIC (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into WEEKS, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the duties and obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the 1,000 shares of Class A Common Stock (voting) and 19,000 shares of Class B Common Stock (non-voting) presently authorized, issued and outstanding of REPUBLIC shall be retired. Upon the Effective Date, each authorized, issued and outstanding share of Class A Common Stock (voting) and Class B Common Stock (non-voting) of WEEKS shall remain issued and outstanding.

4. **Articles of Incorporation.** The Articles of Incorporation of WEEKS as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

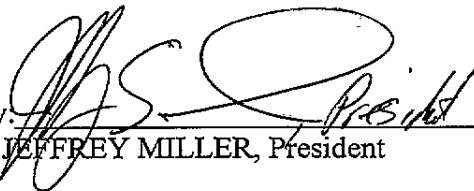
5. **Bylaws.** The Bylaws of WEEKS as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of WEEKS in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

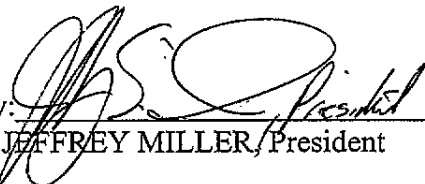
7. **Effective Date.** The Merger shall become effective on January 1, 1998 (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of each of WEEKS and REPUBLIC is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

**REPUBLIC GAS AND UTILITIES CORP**

By:  President  
JEFFREY MILLER, President

**WEEKS BOTTLE GAS  
& APPLIANCE COMPANY**

By:  President  
JEFFREY MILLER, President