

176574

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002839074--4

-04/14/99--01068--023

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Diamond Acquisition Corp.

merging into:

Reeves Southeastern Corporation

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 14 PM 1:58

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

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☐ Limited Liability Partnership

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Connie

merger

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DIVISION OF CORPORATION

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**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**DIAMOND ACQUISITION CORP.,** a Delaware corporation not qualified in Florida

**INTO**

**REEVES SOUTHEASTERN CORPORATION,** a Florida corporation, 176574.

File date: April 14, 1999

Corporate Specialist: Cheryl Coulliette

# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Reeves Southeastern Corporation

Florida

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Diamond Acquisition Corp.

Delaware

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TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 15, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 15, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

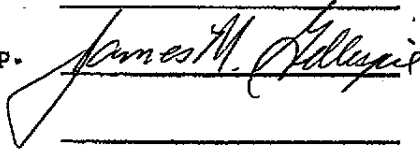
Typed or Printed Name of Individual & Title

Reeves Southeastern  
Corporation



Michael A. Augello, President

Diamond Acquisition Corp.



James M. Gillespie, President

## PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of February 15, 1999, by and between **DIAMOND ACQUISITION CORP.**, a Delaware corporation, and **REEVES SOUTHEASTERN CORPORATION**, a Florida corporation (sometimes referred herein as the "Constituent Corporations").

WHEREAS, Diamond Acquisition Corp., a Delaware corporation (hereinafter referred to as "Diamond") is the holder of all of the capital stock of Reeves Southeastern Corporation, a Florida corporation (hereinafter referred to as "Reeves").

WHEREAS, the Boards of Directors of each of the Constituent Corporations have resolved that it is in the best interests of each of the Constituent Corporations and their stockholders that Diamond be merged with and into Reeves pursuant to the terms of this Plan of Merger, with Reeves as the surviving corporation (the "Surviving Corporation").

### ARTICLE I THE MERGER

Section 1.1. Description of the Merger. As of the Effective Time (as hereinafter defined), Diamond shall merge with and into Reeves (the "Merger") and Reeves shall continue as the Surviving Corporation under the name "Reeves Southeastern Corporation," subject to the laws of the State of Florida. The Merger shall be pursuant to and shall have the effect provided for in the Delaware General Corporation Law ("Delaware Law") and Florida Business Corporation Act ("Florida Act").

Section 1.2. Authorization of Merger. The Merger shall be authorized in such manner as prescribed by Delaware Law and the Florida Act.

### ARTICLE II ARTICLES OF INCORPORATION, BY-LAWS AND DIRECTORS AND OFFICERS

Section 2.1. Articles of Incorporation. The Articles of Incorporation of Reeves, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time until thereafter amended as provided by law.

Section 2.2. By-Laws. The By-laws of Reeves, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time until thereafter amended as provided by law.

Section 2.3. Directors and Officers. The persons who are directors and officers of Reeves immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in their same positions and shall hold office in accordance with applicable law, the Articles of Incorporation and By-laws of the Surviving Corporation.

### ARTICLE III MANNER AND BASIS OF CONVERTING SHARES

Section 3.1. Conversion. On the Effective Time, pursuant to this Plan of Merger and without any action on the part of the holder thereof:

(i) each share of common stock of Diamond issued and outstanding immediately prior to the Effective Time shall be exchanged for one share of Common Stock of the Surviving Corporation upon surrender to the Surviving Corporation of any stock certificate for common stock of Diamond; and

(ii) each share of Reeves issued and outstanding immediately prior to the Effective Time shall be cancelled and retired.

Section 3.2. Certificates. On and after the Effective Time, each stock certificate for common stock of Reeves outstanding immediately prior to the Effective Time shall be deemed for all purposes to be canceled.

### ARTICLE IV EFFECTIVENESS OF MERGER

If this Plan of Merger is not terminated and abandoned pursuant to the provisions of Article V, then the following actions shall be taken to effect the Merger:

(i) a Certificate of Merger shall be executed, filed and recorded in accordance with Delaware Law; and

(ii) Articles of Merger shall be executed and filed in accordance with the Florida Act; and

(iii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

The Merger shall become effective at the close of business on February 15, 1999 (the "Effective Time").

## ARTICLE V TERMINATION AND AMENDMENT

Section 5.1. Termination. At any time prior to the filing of the Certificate of Merger in Delaware and the Articles of Merger in Florida, this Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of either of the Constituent Corporations, notwithstanding approval of the Merger by the stockholders of either or both of the Constituent Corporations.

Section 5.2. Amendment. This Plan of Merger may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations at any time prior to the filing of the merger documents with the States of Delaware and Florida; provided that an amendment made following approval of this Plan of Merger by the stockholders of either of the Constituent Corporations shall not (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (ii) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger, or (iii) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of any class or series thereof of either Constituent Corporation.

## ARTICLE VI MISCELLANEOUS

Section 6.1. Expenses. The Surviving Corporation shall pay all expenses incurred in connection with this Plan of Merger.

Section 6.2. Further Assurances. If, at any time after the Effective Time, the Surviving Corporation, its successors or assigns determines that any documentation, action or things are necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of either Constituent Corporation or otherwise, all such documentation, and to take and do, in the name and on behalf of either Constituent Corporation or otherwise, all such other actions and things.

Section 6.3. Governing Law. This Plan of Merger shall be governed by and interpreted in accordance with the internal laws of the State of Florida without respect to principles of conflicts of laws.

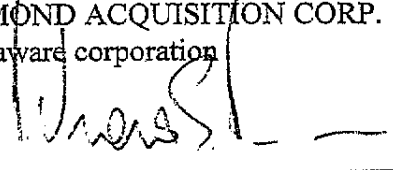
Section 6.4. Fair Value. Shareholders of Reeves who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, may be entitled, if they comply with the provisions of the Florida Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Section 6.5. Adoption. This Plan of Merger was unanimously adopted by the shareholders of Diamond and Reeves.

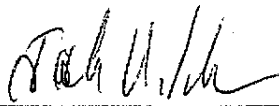
Section 6.6. Waiver. As holder of all the outstanding shares of Reeves, Diamond hereby waives the mailing requirement under section 607.1104(2) of the Florida Act.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers all as of the date first written above.

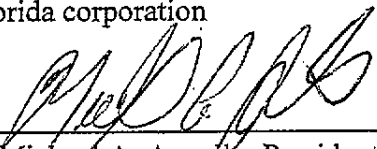
DIAMOND ACQUISITION CORP.  
a Delaware corporation

By:   
Richard G. Reece, Vice President

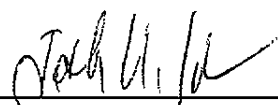
ATTEST:

  
Joseph U. Schorer, Secretary

REEVES SOUTHEASTERN CORPORATION  
a Florida corporation

By:   
Michael A. Augello, President

ATTEST:

  
Joseph U. Schorer, Secretary