

Akerman, Senterfitt & Eidson, P.A.

Requestor's Name

P.O. Box 10555

Address

Tallahassee FL 32302-2555 222-3471

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Dr. Phillips, Inc.

(Corporation Name)

(Document #)

100002157611--0

-04/29/97--01017--012

*****70.00 *****61.25

2.

(Corporation Name)

(Document #)

CF. 70.00

3.

(Corporation Name)

(Document #)

Cert. 61.25

4.

(Corporation Name)

(Document #)

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☒ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please call
Loyce at
222-3471
if the
check amount
is not enough -

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*****70.00 *****70.00

Merger
4/25/97

Examiner's Initials

DL

182249

ARTICLES OF MERGER
Merger Sheet

MERGING:

DR. PHILLIPS, INC., a Florida corporation, 182249

INTO

DR. PHILLIPS, INC.. a Delaware corporation not qualified in Florida

File date: April 25, 1997

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER
OF
DR. PHILLIPS, INC.
a Florida corporation
INTO
DR. PHILLIPS, INC.
a Delaware corporation

FILED
97 APR 25 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act") DR. PHILLIPS, INC., a Florida corporation and DR. PHILLIPS, INC., a Delaware corporation, do hereby adopt the following Articles of Merger:

First: The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Dr. Phillips, Inc. ("DPI (Fla)") and Dr. Phillips, Inc. ("DPI (Del)"). DPI (Del) is the surviving corporation in the Merger.

Second: The plan of merger is as set forth in the Agreement and Plan of Merger between Dr. Phillips, Inc., a Florida corporation and Dr. Phillips, Inc., a Delaware corporation dated as of April 21, 1997 (the "Agreement of Merger"). An executed copy of the Agreement of Merger is attached hereto as composite Exhibit A (pages 1 through 5) and made a part hereof by reference as if fully set forth herein.

Third: The plan of merger was adopted by the Board of Directors and sole shareholder of DPI (Fla), by the Board of Directors of DPI (Del), and by the Board of Directors of the sole shareholder of DPI (Fla) and DPI (Del), at special meetings of each, at which a quorum was present, held on April 21, 1997.

Fourth: The Merger shall become effective on the date of filing the Agreement of Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the 24th day of April, 1997.

DR. PHILLIPS, INC.
a Florida corporation

By: J. G. Harmon, President

DR. PHILLIPS, INC.
a Delaware corporation

By: J. G. Harmon, President

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER
BY WHICH
DR. PHILLIPS, INC. (A FLORIDA CORPORATION)
MERGES WITH AND INTO
DR. PHILLIPS, INC. (A DELAWARE CORPORATION)
(Pursuant to Section 252 of the Delaware General Corporation Law)**

THIS IS A PLAN AND AGREEMENT OF MERGER ("this Plan and Agreement of Merger") by and between Dr. Phillips, Inc., a Florida corporation ("DPI (Fla)" or the "Merging Corporation"), and Dr. Phillips, Inc., a Delaware corporation ("DPI (Del)" or the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are referred to collectively as the "Constituent Corporations") and by which DPI (Fla) and DPI (Del), in consideration of the mutual promises and the terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree as follows with respect to the merger of DPI (Fla) with and into DPI (Del) (the "Merger"):

1. Corporate Approvals. The Board of Directors of the Surviving Corporation has adopted this Plan and Agreement of Merger, and no approval of the stockholders of the Surviving Corporation is required. The Board of Directors and the stockholders of the Merging Corporation have adopted and approved this Plan and Agreement of Merger.
2. The Merger and Surviving Corporation. In accordance with the terms of this Plan and Agreement of Merger and the applicable law of the State of Delaware: (a) the Constituent Corporations shall make appropriate filing of a Plan and Agreement of Merger for the Merger with the Secretary of State of the State of Delaware; and (b) at the Merger Effective Time (as defined below), the Merging Corporation shall be merged with and into Dr. Phillips, Inc. (Del), which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Delaware under the name of "Dr. Phillips, Inc."
3. Merger Effective Time. The Merger shall be effective upon filing of the Plan and Agreement of Merger with the Secretary of the State of Delaware.
4. Effect of Merger. At the Merger Effective Time: (a) the Merging Corporation shall merge with and into the Surviving Corporation; (b) the separate existence of the Merging Corporation shall cease; (c) the Merging Corporation stock shall be cancelled as provided in this Plan and Agreement of Merger; and (d) the Merger shall otherwise have the effect provided under the applicable laws of the State of Delaware (including Delaware General Corporation Law §259).
5. Manner and Basis of Converting Stock. The manner and basis of converting stock is as follows:

a. Merging Corporation Stock. At the Merger Effective Time, each issued and outstanding share of \$100.00 par value common Merging Corporation stock ("Merging Corporation Stock") that is issued and outstanding immediately prior to the Merger Effective Time, including any stock that is then held in the Merging Corporation's treasury, shall, by virtue of the Merger and without any further action on the part of the holder of such Merging Corporation Stock, be extinguished and cancelled as of the Merger Effective Time, and no Surviving Corporation stock shall be issued in respect of such Merging Corporation Stock. The Merging Corporation does not have outstanding any right to acquire shares of Merging Corporation stock.

b. Surviving Corporation Stock. Each share of Surviving Corporation stock outstanding immediately prior to the Merger Effective Time shall remain an identical outstanding Surviving Corporation share at and after the Merger Effective Time; and no stock or other securities of, or obligations convertible into stock or other securities of, the Surviving Corporation are to be issued or delivered under or pursuant to the Merger with respect to such Surviving Corporation stock. The Surviving Corporation does not have outstanding any right to acquire shares of Surviving Corporation stock.

6. Certificate of Incorporation. The certificate of incorporation of DPI (Del), the Surviving Corporation, as in effect immediately prior to the Merger Effective Time, shall continue to be Surviving Corporation's certificate of incorporation at and after the Merger Effective Time until amended in accordance with applicable law.

7. Bylaws. The bylaws of DPI (Del), the Surviving Corporation, as in effect immediately prior to the Merger Effective Time, shall continue to be the Surviving Corporation's bylaws at and after the Merger Effective Time until amended in accordance with applicable law.

8. Directors and Officers. The persons who are the directors and officers of DPI (Del), the Surviving Corporation, immediately prior to the Merger Effective Time shall continue to be the Surviving Corporation's directors and officers at and after the Merger Effective Time until changed in accordance with the Surviving Corporation's bylaws and applicable law.

9. Amendment, Termination and Abandonment. This Plan and Agreement of Merger may be modified or amended in any manner at any time and from time to time prior to the Merger Effective Time by the Surviving Corporation and the Merging Corporation without any action by the stockholders of the Surviving Corporation or the Merging Corporation. Any modification or amendment to this Plan and Agreement of Merger must be made in writing and executed by the Constituent Corporations. This Plan and Agreement of Merger may be terminated and the Merger abandoned at any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware by action taken by the Board of Directors of the Surviving Corporation without any action by the Merging Corporation.

10. Further Assurances. Upon the execution of this Plan and Agreement of Merger and thereafter, the Merging Corporation and the Surviving Corporation each agree to do such things as may be reasonably requested by the other in order to consummate more effectively or document the transactions contemplated by this Plan and Agreement of Merger or otherwise to carry out the purposes of this Plan and Agreement of Merger or the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan and Agreement of Merger, the title of any property or rights of the Merging Corporation, then the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation.

11. Number; Gender; Captions; Certain Definitions. Whenever the context so requires, the singular number includes the plural, the plural includes the singular, and the gender of any pronoun includes the other genders. Titles and captions of or in this Plan and Agreement of Merger are inserted only as a matter of convenience and for reference and in no way affect the scope of this Plan and Agreement of Merger or the intent of its provisions.

12. Governing Law. This Plan and Agreement of Merger is governed by, and shall be construed and enforced in accordance with, the laws of the State of Delaware.

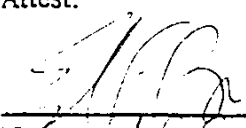
13. Copies; Counterparts. This Plan and Agreement of Merger may be executed by each party upon two or more separate copies, and in such case one counterpart of this Plan and Agreement of Merger shall consist of enough of such copies to reflect the signature of all of the parties to this Plan and Agreement of Merger. This Plan and Agreement of Merger may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan and Agreement of Merger or its terms to produce or account for more than one of such counterparts.

DULY EXECUTED and delivered by each of the Constituent Corporations, through actions of their duly authorized officers, on April 22 1997.

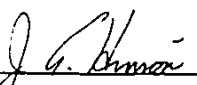
THE MERGING CORPORATION:

DR. PHILLIPS, INC.
(A Florida Corporation)

Attest:



Name: L.F. Fugate
Title: Secretary/Treasurer

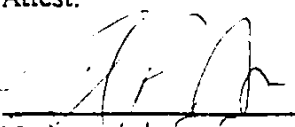
By: 

Name: J.A. HINSON
Title: President

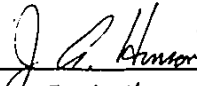
THE SURVIVING CORPORATION:

DR. PHILLIPS, INC.
(A Delaware Corporation)

Attest:




Name: L.F. Fugate
Title: Secretary/Treasurer

By: 

Name: J.A. HINSON
Title: President

I, Ed F. Furey, III, as Secretary of the Surviving Corporation, do hereby certify that this Plan and Agreement of Merger has been adopted pursuant to Section 251(f) of the Delaware General Corporation Law and that (1) the Plan and Agreement of Merger does not amend in any respect the certificate of incorporation of the Surviving Corporation; (2) each share of stock of the Surviving Corporation outstanding immediately prior to the effective date of the Merger is to be an identical outstanding share of the Surviving Corporation after the effective date of the Merger; and (3) no shares of common stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Plan and Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this April 24, 1997.



Ed F. Furey, III
Secretary