

216909



ACCOUNT NO. : 072100000032

REFERENCE : 526282 4300740

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 105.00

ORDER DATE : December 22, 1999

ORDER TIME : 10:27 AM

ORDER NO. : 526282-005

CUSTOMER NO: 4300740

800003079358--4

CUSTOMER: Mr. Jonathan Gray  
Fried, Frank, Harris, Shriver  
One New York Plaza  
26th Floor  
New York, NY 10004

ARTICLES OF MERGER

FLORIDA SUB TWO, INC. (AND)  
FLORIDA SUB THREE, INC.

INTO

FLORIDA SUB ONE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS: *LFD*

*Lori authorized to retitle  
heading and to add director  
to #2 on page 2. LFD*

*Merger*  
*12-28-99*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 23 AM 11:54

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FLORIDA  
99 DEC 23 AM 12:11

ARTICLES OF MERGER  
Merger Sheet

MERGING:

FLORIDA SUB TWO, INC., a Florida corporation (Document #453558)

FLORIDA SUB THREE, INC., a Florida corporation (Document #341043)

INTO

**FLORIDA SUB ONE, INC.**, a Florida entity, 216909.

File date: December 23, 1999

Corporate Specialist: Louise Flemming-Jackson

Account number: 072100000032

Account charged: 105.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 DEC 23 AM 11:54

ARTICLES AND PLAN OF MERGER

of

**FLORIDA SUB TWO, INC.**

and

**FLORIDA SUB THREE, INC.**

into

**FLORIDA SUB ONE, INC.**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and each of the Florida wholly owned subsidiary business corporations herein named do hereby adopt the following articles of merger.

1. The following is the Plan of Merger for merging Florida Sub Two, Inc., a Florida corporation, and Florida Sub Three, Inc., a Florida corporation (collectively, the "Subsidiaries") with and into Florida Sub One, Inc., a Florida corporation (the "Parent").

"1. Florida Sub One, Inc. (the "Parent") is a business corporation of the State of Florida and is the parent corporation and the owner of all of the outstanding shares of Florida Sub Two, Inc. and Florida Sub Three, Inc., each of which is a business corporation of the State of Florida (collectively, the "Subsidiaries"). The Parent hereby merges each of the Subsidiaries into the Parent pursuant to the provisions of the Florida Business Corporation Act.

"2. The separate existence of each of the Subsidiaries shall cease at the effective time and date of the merger, and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

"3. The issued shares of each of the Subsidiaries shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of the Parent are hereby authorized, empowered and directed to do any and all acts and

things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."


2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 20, 1999, by the directors.

3. Shareholder approval was not required for the merger.


[END OF TEXT]

Executed on December 21, 1999.


FLORIDA SUB TWO, INC.

By:   
Jesse J. Webb  
President and Chief Executive Officer

FLORIDA SUB THREE, INC.

By:   
Jesse J. Webb  
President and Chief Executive Officer

FLORIDA SUB ONE, INC.

By:   
Jesse J. Webb  
President and Chief Executive Officer