

231423



ACCOUNT NO. : 072100000032

REFERENCE : 207441 8795A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : December 31, 1996

ORDER TIME : 4:59 PM

ORDER NO. : 207441-005

800002043058--5

CUSTOMER NO: 8795A

CUSTOMER: Norma Deguenther, Legal Asst
Barnett Bolt Kirkwood & Long
Suite 700
601 Bayshore Boulevard
Tampa, FL 33606-2763

ARTICLES OF MERGER

DULIN/MILNE BROKERAGE
COMPANY, INC.

INTO

DULIN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: SH 1/2

RECEIVED
6 DEC 31 AM 5:16
SICR OF CORPORATION

FILED
96 DEC 31 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

DULIN/MILNE BROKERAGE COMPANY, INC., a Florida corporation, J35931

INTO

DULIN, INC., a Florida corporation, 231423

File date: December 31, 1996

Corporate Specialist: Steven Harris

Account number: 072100000032

Account charged: 122.50

FILED
96 DEC 31 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
MERGING DULIN/MILNE BROKERAGE COMPANY, INC.
INTO DULIN, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging DULIN/MILNE BROKERAGE COMPANY, INC., a Florida corporation and a wholly-owned subsidiary of DULIN, INC., a Florida corporation, into DULIN, INC.

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and incorporated fully herein by this reference.

2. This merger shall become effective at 11:59 p.m. on December 31, 1996.

3. The Plan was approved and adopted by the Board of Directors of DULIN/MILNE BROKERAGE COMPANY, INC., on the 27 day of December, 1996. The approval of the shareholders of DULIN/MILNE BROKERAGE COMPANY, INC., was not required.

4. The Plan was approved and adopted by the Board of Directors of DULIN, INC., on the 27 day of December, 1996. The approval of the shareholders of DULIN, INC., was not required.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers as of December 27, 1996.

DULIN, INC., a Florida corporation

By: Ray E. Wood

Ray E. Wood, President

DULIN/MILNE BROKERAGE CORPORATION, INC.,
a Florida corporation

By: Ray E Wood
Ray E. Wood, President

49\CEB\A:\MERGERS\MILNE\ARTICLES.DOC

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") dated December 21, 1996, is adopted by DULIN, INC., a Florida corporation (hereinafter referred to alternatively as "Parent" or the "Surviving Corporation"), and DULIN/MILNE BROKERAGE COMPANY, INC., a Florida corporation (hereinafter referred to as "Subsidiary").

WHEREAS, Parent is the sole shareholder of Subsidiary; and

WHEREAS, Parent desires to merge Subsidiary into Parent.

NOW, THEREFORE, in consideration of the foregoing premises, the constituent corporations hereby agree to merge Subsidiary into Parent on the terms and conditions of this Plan.

1. The Merger.

1.1 Effect of Merger. On the Effective Date (as defined in paragraph 3.1), Subsidiary will be merged with and into Parent, pursuant to and in accordance with Section 607.1104 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free complete liquidation of Subsidiary into Parent under Section 332 of the Internal Revenue Code of 1986, as amended. The separate existence of Subsidiary shall thereupon cease, and Parent, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Subsidiary, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of Florida Business Corporation Act.

1.2 Further Assurances. From time to time as and when requested by Parent or its successors or assigns, the officers and directors of Subsidiary last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise Subsidiary's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Subsidiary, and otherwise to carry out the purposes of this Plan.

1.3 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Parent, as amended and in effect immediately prior to the Effective Date, shall without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

1.4 Officers and Directors. The officers and directors of Parent in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their

remaining term and until their successors are duly appointed and qualify.

2. Conversion and Exchange of Shares.

2.1 Parent. Each share of Parent capital stock issued and outstanding immediately prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.

2.2 Subsidiary. Each share of Subsidiary capital stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the merger.

2.3 Surrender of Certificates. On or after the Effective Date, Parent shall surrender all of its shares of Subsidiary capital stock for cancellation.

3. General Provisions

3.1 Effective Date. The merger of Subsidiary into Parent shall become effective (the "Effective Date") at 11:59 p.m. on December 31, 1996.

3.2 Choice of Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

3.3 Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first set forth above.

DULIN, INC., a Florida corporation

By: Ray E. Wood

Ray E. Wood, President

DULIN/MILNE BROKERAGE COMPANY, INC.
a Florida corporation

By: Ray E. Wood

Ray E. Wood, President

49\CEB\A:\MERGERS\MILNE\PLAN.DOC

231423



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 207441 8795A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizit

ORDER DATE : December 31, 1996

ORDER TIME : 4:59 PM

ORDER NO. : 207441-015

CUSTOMER NO: 8795A

900002043059--2

CUSTOMER: Norma Deguenther, Legal Asst
Barnett Bolt Kirkwood & Long
Suite 700
601 Bayshore Boulevard
Tampa, FL 33606-2763

ARTICLES OF MERGER

DULIN/SPECIALTY FOOD SERVICE
COMPANY OF GEORGIA, INC.

INTO

DULIN, INC.

RECEIVED
6 DEC 31 AM 5:16
TION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
96 DEC 31 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

DULIN/SPECIALTY FOOD SERVICE COMPANY OF GEORGIA, INC., a
Georgia corporation not qualified in Florida

INTO

DULIN, INC., a Florida corporation, 231423

File date: December 31, 1996

Corporate Specialist: Steven Harris

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
MERGING DULIN/SPECIALTY FOOD SERVICE COMPANY OF GEORGIA, INC.
INTO DULIN, INC.

FILED
96 DEC 31 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 14-2-1105 of the Georgia Business Corporation Code, the undersigned corporations adopt the following Articles of Merger for the purpose of merging DULIN/SPECIALTY FOOD SERVICE COMPANY OF GEORGIA, INC., a Georgia corporation and a wholly-owned subsidiary of DULIN, INC., a Florida corporation, into DULIN, INC.

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and incorporated fully herein by this reference.

2. This merger shall become effective at 11:59 p.m. on December 31, 1996.

3. The Plan was approved and adopted by the Board of Directors of DULIN/SPECIALTY FOOD SALES COMPANY OF GEORGIA, INC., on the 27 day of December, 1996. The Plan was duly approved by the shareholders of DULIN/SPECIALTY FOOD SALES COMPANY OF GEORGIA, INC., on December 27, 1996.

4. The Plan was approved and adopted by the Board of Directors of DULIN, INC., on the 27 day of December, 1996. The approval of the shareholders of DULIN, INC., was not required.

5. The merger of DULIN/SPECIALTY FOOD SALES COMPANY OF GEORGIA, INC., into DULIN, INC., is permitted by the laws of the state of Florida and has been authorized in compliance with said laws.

6. The merger of DULIN/SPECIALTY FOOD SALES COMPANY OF GEORGIA, INC., into DULIN, INC., is permitted by the laws of the state of Georgia and has been authorized in compliance with said laws.

7. DULIN, INC., here by undertakes that a request for publication of a notice of filing of these Articles of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers as of December 27, 1996.

DULIN, INC., a Florida corporation

By: Ray E. Wood
Ray E. Wood, President

DULIN/SPECIALTY FOOD SALES COMPANY OF GEORGIA, INC., a Georgia corporation

By: Ray E. Wood
Ray E. Wood, President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") dated December 27, 1996, is adopted by DULIN, INC., a Florida corporation (hereinafter referred to alternatively as "Parent" or the "Surviving Corporation"), and DULIN/SPECIALTY FOOD SALES COMPANY OF GEORGIA, INC., a Georgia corporation f/k/a SPECIALTY FOOD SALES COMPANY, INC. (hereinafter referred to as "Subsidiary").

WHEREAS, Parent is the sole shareholder of Subsidiary; and

WHEREAS, Parent desires to merge Subsidiary into Parent.

NOW, THEREFORE, in consideration of the foregoing premises, the constituent corporations hereby agree to merge Subsidiary into Parent on the terms and conditions of this Plan.

1. The Merger.

1.1 Effect of Merger. On the Effective Date (as defined in paragraph 3.1), Subsidiary will be merged with and into Parent, pursuant to and in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 14-2-1107 of the Georgia Business Corporation Code, in a transaction intended to qualify as a tax-free complete liquidation of Subsidiary into Parent under Section 332 of the Internal Revenue Code of 1986, as amended. The separate existence of Subsidiary shall thereupon cease, and Parent, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Subsidiary, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of Florida Business Corporation Act and Section 14-2-1106 of the Georgia Business Corporation Code.

1.2 Further Assurances. From time to time as and when requested by Parent or its successors or assigns, the officers and directors of Subsidiary last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise Subsidiary's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Subsidiary, and otherwise to carry out the purposes of this Plan.

1.3 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Parent, as amended and in effect immediately prior to the Effective Date, shall without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

1.4 Officers and Directors. The officers and directors of Parent in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

2. Conversion and Exchange of Shares.

2.1 Parent. Each share of Parent capital stock issued and outstanding immediately prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.

2.2 Subsidiary. Each share of Subsidiary capital stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the merger.

2.3 Surrender of Certificates. On or after the Effective Date, Parent shall surrender all of its shares of Subsidiary capital stock for cancellation.

3. General Provisions

3.1 Effective Date. The merger of Subsidiary into Parent shall become effective (the "Effective Date") at 11:59 p.m. on December 31, 1996.

3.2 Choice of Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

3.3 Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first stated above.

DULIN, INC., a Florida corporation

By: Ray E. Wood

Ray E. Wood, President

DULIN/SPECIALTY FOOD SALES COMPANY
OF GEORGIA, INC., a Georgia corporation
f/k/a SPECIALTY FOOD SALES COMPANY, INC.

By: Ray E. Wood

Ray E. Wood, President

231423



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 207441 8795A

AUTHORIZATION : Patricia Lopez

COST LIMIT : \$ 122.50

ORDER DATE : December 31, 1996

ORDER TIME : 4:59 PM

ORDER NO. : 207441-010

700002043057--8

CUSTOMER NO: 8795A

CUSTOMER: Norma Deguenther, Legal Asst
Barnett Bolt Kirkwood & Long
Suite 700
601 Bayshore Boulevard
Tampa, FL 33606-2763

ARTICLES OF MERGER

QUESENBERRY/SRSC, INC.

INTO

DULIN, INC.

SH 1/2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
6 DEC 31 AM 5:18
FILED
6 DEC 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUESENBERRY/SRSC, INC., a Florida corporation, S42316

INTO

DULIN, INC., a Florida corporation, 231423

File date: December 31, 1996

Corporate Specialist: Steven Harris

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
MERGING QUESENBERRY/SRSC, INC.
INTO DULIN, INC.

FILED
96 DEC 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging QUESENBERRY/SRSC, INC., a Florida corporation and a wholly-owned subsidiary of DULIN, INC., a Florida corporation, into DULIN, INC.

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and incorporated fully herein by this reference.

2. This merger shall become effective at 11:59 p.m. on December 31, 1996.

3. The Plan was approved and adopted by the Board of Directors of QUESENBERRY/SRSC, INC., on the 27 day of December, 1996. The approval of the shareholders of QUESENBERRY/SRSC, INC., was not required.

4. The Plan was approved and adopted by the Board of Directors of DULIN, INC., on the 27 day of December, 1996. The approval of the shareholders of DULIN, INC., was not required.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers as of December 27, 1996.

DULIN, INC., a Florida corporation

By: Ray E. Wood
Ray E. Wood, President

QUESENBERRY/SRSC, INC.,
a Florida corporation

By: Ray E. Wood
Ray E. Wood, President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") dated December 27, 1996, is adopted by DULIN, INC., a Florida corporation (hereinafter referred to alternatively as "Parent" or the "Surviving Corporation"), and QUESENBERRY/SRSC, INC., a Florida corporation (hereinafter referred to as "Subsidiary").

WHEREAS, Parent is the sole shareholder of Subsidiary; and

WHEREAS, Parent desires to merge Subsidiary into Parent.

NOW, THEREFORE, in consideration of the foregoing premises, the constituent corporations hereby agree to merge Subsidiary into Parent on the terms and conditions of this Plan.

1. The Merger.

1.1 Effect of Merger. On the Effective Date (as defined in paragraph 3.1), Subsidiary will be merged with and into Parent, pursuant to and in accordance with Section 607.1104 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free complete liquidation of Subsidiary into Parent under Section 332 of the Internal Revenue Code of 1986, as amended. The separate existence of Subsidiary shall thereupon cease, and Parent, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Subsidiary, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of Florida Business Corporation Act.

1.2 Further Assurances. From time to time as and when requested by Parent or its successors or assigns, the officers and directors of Subsidiary last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise Subsidiary's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Subsidiary, and otherwise to carry out the purposes of this Plan.

1.3 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Parent, as amended and in effect immediately prior to the Effective Date, shall without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

1.4 Officers and Directors. The officers and directors of Parent in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

2. Conversion and Exchange of Shares.

2.1 Parent. Each share of Parent capital stock issued and outstanding immediately prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.

2.2 Subsidiary. Each share of Subsidiary capital stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the merger.

2.3 Surrender of Certificates. On or after the Effective Date, Parent shall surrender all of its shares of Subsidiary capital stock for cancellation.

3. General Provisions

3.1 Effective Date. The merger of Subsidiary into Parent shall become effective (the "Effective Date") at 11:59 p.m. on December 31, 1996.

3.2 Choice of Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

3.3 Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first stated above.

DULIN, INC., a Florida corporation

By: Ray E. Wood
Ray E. Wood, President

QUESENBERRY/SRSC, INC.,
a Florida corporation

By: Ray E. Wood
Ray E. Wood, President

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