



234696

FILED
01 OCT 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 144981 82866A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

ORDER DATE : October 23, 2001

ORDER TIME : 4:24 PM

ORDER NO. : 144981-005

CUSTOMER NO: 82866A

900004652259--6

CUSTOMER: Mr. Hal Adams Airth, Jr.
Clark & Campbell, P.a.
4740 Cleveland Heights Blvd

Lakeland, FL 33813

ARTICLES OF MERGER

ANCHOR ACQUISITION, INC.

INTO

ANCHOR INVESTMENT
CORPORATION OF FLA.

RECEIVED
01 OCT 24 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

C. Coulllette OCT 24 2001

CONTACT PERSON: Jeanine Reynolds EXT 1133

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANCHOR ACQUISITION, INC., a Florida corporation, P01000078976

INTO

ANCHOR INVESTMENT CORPORATION OF FLA., a Florida entity, 234696

File date: October 24, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER

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

1. The name and jurisdiction of the surviving corporation is:

ANCHOR INVESTMENT CORPORATION OF FLA.,
a Florida corporation
520 South Florida Avenue
Lakeland, Florida 33801
FEI- 59-0898439
Document No. 234696

FILED
01 OCT 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The name and jurisdiction of each merging corporation is:


ANCHOR ACQUISITION, INC., a Florida corporation
500 South Florida Avenue, Suite 700
Lakeland, Florida 33801
FEI- 59-3737390
Document No. P01000078976

3. The Plan of Merger is attached hereto.
4. The merger shall be effective as of the 24th day of October, 2001.
5. The Plan of Merger was adopted and approved by the directors of the surviving corporation on September 14, 2001 and shareholders of the surviving corporation on October 22, 2001.
6. The Plan of Merger was adopted and approved by the sole director and shareholder of the merging corporation on September 14, 2001.

**ANCHOR INVESTMENT CORPORATION OF
FLA.,** a Florida corporation

By: 
George M. Lindsey, III, its President

ANCHOR ACQUISITION, INC., a Florida corporation

By: 
Lawrence T. Maxwell, its President

PLAN OF MERGER

The following is a plan of merger which shall be effective as of the 24th day of October, 2001 (the "Effective Date") by and between ANCHOR INVESTMENT CORPORATION OF FLA., a Florida corporation, as the surviving corporation (the "Surviving Corporation") and ANCHOR ACQUISITION, INC., a Florida corporation, as the merging corporation (the "Merging Corporation").

1. **Merger.** On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporations shall become a single corporation which shall be the Surviving Corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and remain responsible for all liabilities and obligations of the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in any proceeding against the Merging Corporation.

2. **Approval of Merger.** The merger has been adopted and approved by the required number of votes of the directors and shareholders of the Surviving Corporation. The merger has been adopted and approved by the sole director and shareholder of the Merging Corporation.

3. **Closing.** The closing of this merger shall take place at the office of the counsel of the Merging Corporation on the 24th day of October, 2001, or at such other place or at such other time as may be agreed upon by the Surviving Corporation and the Merging Corporation. At or before the time of closing, the Surviving Corporation and the Merging Corporation shall cause the Articles of Merger to be filed.

4. **Shares of Stock.** The manner and basis of converting the interests, shares, obligations or other securities of the Merging Corporation into the interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation or another corporation or, in whole or in part, into cash or other property are as follows:

(a) **Exchange of Surviving Corporation Shares for Cash.** On or after the Effective Date, each shareholder of Class A or Class B common stock (which represent all of the classes of stock currently issued and outstanding) of the Surviving Corporation shall be converted into and solely represent the right to receive Eighty-Two Dollars (\$82.00) in cash, in accordance and after compliance with the terms of the Transmittal Letter which shall be sent to the address of record of each such shareholder; provided, however, that any such shares owned as of the Effective Date by the Surviving Corporation or any of its subsidiaries, as treasury stock or otherwise, shall be immediately canceled and retired without the payment of any consideration.

(b) Conversion of Merging Corporation Shares. On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding shall be immediately convertible and exchangeable for one share of common stock of the Surviving Corporation. Therefore, following the consummation of the merger, the sole shareholder of the Merging Corporation shall be the sole remaining shareholder of the Surviving Corporation

5. Corporate Incidents.

(a) Articles of Incorporation. The restated Articles of Incorporation of the Surviving Corporation, are attached hereto as Exhibit A.

(b) Bylaws. The Bylaws of the Merging Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

(c) Board of Directors and Officers. The Board of Directors of the Surviving Corporation shall consist of the persons who are members of the Board of Directors of the Merging Corporation immediately prior to the Effective Date. The Board of Directors shall hold office until their successors have been duly elected and qualified. The officers of the Surviving Corporation shall consist of the persons who are officers of the Merging Corporation immediately prior to the Effective Date. The officers shall hold office until their successors have been duly elected and qualified.

6. Representations and Warranties of the Merging Corporation. The Merging Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now conducted.

7. Representations and Warranties of the Surviving Corporation. The Surviving Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now conducted.

**RESTATED ARTICLES OF INCORPORATION
OF
ANCHOR INVESTMENT CORPORATION OF FLA.**

The undersigned, as the President of the Corporation, a natural person competent to contract, pursuant to the provisions of Florida Statutes §607.1006, hereby adopts and files these Restated Articles of Incorporation as an amendment and restatement of the Corporation's Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

ANCHOR INVESTMENT CORPORATION OF FLA.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including

the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, having a par value of \$0.01 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the

corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, prorata, based on such shareholder's percentage of ownership of stock in the corporation.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. REGISTERED AGENT

The street address of the registered agent of the corporation in the State of Florida is, 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813, and the name of the corporation's registered agent at that address is Ronald L. Clark.

ARTICLE VI. PRINCIPAL OFFICE

The initial principal office of the Corporation is 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the director, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation, all of which are not inconsistent with these Articles, any bylaws that may be adopted by the shareholders or any shareholders' agreement.

ARTICLE IX. DIRECTORS

The name and street address of the sole member of the Board of Directors is:

Name
Lawrence W. Maxwell

Address
500 South Florida Avenue
Suite 700
Lakeland, Florida 33801

Members of the Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting in accordance with the law and any shareholders' agreement then in effect.

ARTICLE XII. ADOPTION

This restatement was approved by the sole shareholder of the Corporation.


Lawrence T. Maxwell, President

J:\CENTURY\Anchor\Restate Art of Incorp Anchor Invest

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ANCHOR INVESTMENT CORPORATION OF FLA., with its principal office as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, and has named Ronald L. Clark, at Clark & Campbell, P.A., 4740 Cleveland Heights Boulevard, Lakeland, Polk County, Florida 33813, as its agent to accept service of process within this state.


Lawrence T. Maxwell, President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.0501.


Ronald L. Clark, Registered Agent