

299266

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FILED
97 DEC 29 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 24, 1997

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Secretary of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-98

Re: Merger of Hitchcock Enterprises, Inc. into Hitchcock and Sons, Inc.

Dear Corporate Filing Representative:

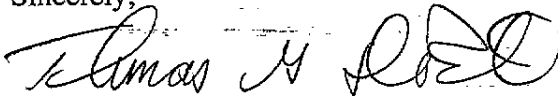
Enclosed are the following documents relating to the merger of Hitchcock Enterprises, Inc. into Hitchcock and Sons, Inc.:

- (1) Articles of Merger of Hitchcock Enterprises, Inc. with Hitchcock and Sons, Inc., signed by the president of each corporation;
- (2) Plan of Merger of Hitchcock Enterprises, Inc., a Florida corporation, into Hitchcock and Sons, Inc., a Florida corporation, signed by the president of each corporation; and
- (3) a check in the amount of \$122.50 for filing the Articles of Merger (\$70.00 for the two corporations), and for issuance of a Certificate Copy of the Articles of Merger (\$52.50).

Please file the Articles of Merger, which have an effective date of January 1, 1998 or the date of filing, whichever is later, and forward a certificate copy of the Articles of Merger to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,



Thomas G. DePeter

Enclosures

Merger
1-1-98

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HITCHCOCK ENTERPRISES, INC., a Florida corporation, document number
P93000068933

INTO

HITCHCOCK & SONS, INC., a Florida corporation, 299266

File date: December 29, 1997, effective January 1, 1998

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER
OF
HITCHCOCK ENTERPRISES, INC., a Florida corporation
WITH
HITCHCOCK AND SONS, INC., a Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Hitchcock Enterprises, Inc., a Florida corporation ("Enterprises") and Hitchcock and Sons, Inc., a Florida corporation ("Hitchcock").

Pursuant to Section 607.1105 of the Florida Business Corporations Act (the "Act") Enterprise and Hitchcock adopt the following Articles of Merger.

EFFECTIVE DATE
1-1-98

**ARTICLE I
PLAN OF MERGER**

The Agreement and Plan of Merger dated December 24, 1997 ("Plan of Merger"), between Enterprises and Hitchcock was approved and adopted by the shareholders of Hitchcock on December 24, 1997, and was approved and adopted by the shareholders of Enterprises on December 24, 1997.

**ARTICLE II
ACQUISITION OF OUTSTANDING STOCK**

Pursuant to the Plan of Merger, all issued and outstanding shares of Enterprises's stock will be acquired by means of a merger of Enterprises into Hitchcock, the surviving corporation ("Merger").

**ARTICLE III
PLAN OF MERGER**

The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

**ARTICLE IV
EFFECTIVE DATE**

Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the

ARTICLES OF MERGER OF HITCHCOCK ENTERPRISES, INC.
INTO HITCHCOCK AND SONS, INC.

Page 2

Merger shall be on the date of filing of the Articles of Merger with the Secretary of State of Florida
or on January 1, 1998, whichever is later.

IN WITNESS WHEREOF, the parties have set their hands this 24th day of December,
1997.

ATTEST:

SURVIVING CORPORATION:
Hitchcock and Sons, Inc., a Florida
corporation

By: Clara Bemby
Clara Bemby, Secretary
(Seal)

By: Robert A. Hitchcock
Robert Alan Hitchcock, President

ATTEST:

SUBSIDIARY: ^{cb}
~~HITCHCOCK ENTERPRISES~~
Jasper Thruway, Inc., a Florida
corporation

By: Clara Bemby
Clara Bemby, Secretary
(Seal)

By: Robert A. Hitchcock
Robert Alan Hitchcock, President

EXHIBIT "A"

PLAN OF MERGER OF HITCHCOCK ENTERPRISES, INC., A FLORIDA CORPORATION INTO HITCHCOCK AND SONS, INC., A FLORIDA CORPORATION

Merger between Hitchcock and Sons, Inc., a Florida corporation, with its principal offices located at P.O. Box 129, Alachua, Florida 32616 ("Surviving Corporation") and Hitchcock Enterprises, Inc., a Florida corporation, with its principal offices located at P.O. Box 129, Alachua, Florida 32616 ("Disappearing Corporation"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amendment as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 9.112 shares of common stock of Surviving Corporation in accordance with this Plan. Each share of Surviving Corporations's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporations's stock.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporations's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corporation's stock will be issued.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. As provided in this Plan, Disappearing Corporation and Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In

PLAN OF MERGER OF HITCHCOCK ENTERPRISES, INC.
INTO HITCHCOCK AND SONS, INC.

Page 2

accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the date of filing of the Articles of Merger with the Florida Secretary of State or January 1, 1998, whichever is later.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same person), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. 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 by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 24th day of December, 1997.

ATTEST:

SURVIVING CORPORATION:
Hitchcock and Sons, Inc., a Florida
corporation

By:

Clara Bemby
Clara Bemby, Secretary
(Seal)

By:

Robert A. Hitchcock
Robert Alan Hitchcock, President

ATTEST:

DISAPPEARING CORPORATION:
Hitchcock Enterprises, Inc., a Florida
corporation

By:

Clara Bemby
Clara Bemby, Secretary
(Seal)

By:

Robert A. Hitchcock
Robert Alan Hitchcock, President