

300875

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Florida Department of State
Division of Corporations, Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Articles of Merger of Carr Smith Associates, Inc., Engineers, Architects,
Planners into The Corradino Group Associates, Inc.*

Dear Sir or Madam:

I enclose for filing an original and two conforming copies of the Articles of Merger merging Carr Smith Associates, Inc., Engineers, Architects, Planners, a Florida corporation, into The Corradino Group Associates, Inc., a Kentucky corporation. I have also enclosed a check for \$70.00, representing the filing fee.

Please return a file-stamped copy to the undersigned in the enclosed pre-addressed envelope. If you have any questions, please contact me.

Very truly yours,

LYNCH, COX, GILMAN & MAHAN P.S.C.

Michael P. Lusk

Michael P. Lusk

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 26 PM 1:18

EFFECTIVE DATE
1-1-97

TEL JAN 15 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

CARR SMITH ASSOCIATES, INC., ENGINEERS, ARCHITECTS, PLANNERS, a
Florida corporation, 300875

INTO

THE CORRADINO GROUP ASSOCIATES, INC., a Kentucky corporation not
qualified in Florida.

File date: December 26, 1996, effective January 1, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF

CARR SMITH ASSOCIATES, INC., ENGINEERS, ARCHITECTS, PLANNERS,
(a Florida Corporation)

INTO

THE CORRADINO GROUP ASSOCIATES, INC.,
(a Kentucky Corporation)

EFFECTIVE DATE
1-1-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 28 PM 1:19

PURSUANT to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The laws of the state of Kentucky permit The Corradino Group Associates, Inc. to enter into such merger.

2. Effective on 12:01 a.m. on January 1, 1997, Carr Smith Associates, Inc., Engineers, Architects, Planners (hereinafter "Carr Smith Associates") will merge with The Corradino Group Associates, Inc. The Corradino Group Associates, Inc. is the surviving corporation.

3. The Plan and Agreement of Merger attached hereto and incorporated herein as Exhibit A was unanimously adopted and approved by each shareholder of The Corradino Group Associates, Inc. and Carr Smith Associates.

4. With respect to the merging corporations, the designation, number of shares outstanding, and number of votes entitled to be cast by each voting group entitled to vote on such Plan and Agreement of Merger are as follows:

Name of Corporation	Designation and Number of Shares Outstanding	Number of Votes Entitled to be Cast by Each Voting Group
The Corradino Group Associates, Inc.	100 shares common stock	100
Carr Smith Associates	30 shares common stock	30

5. With respect to The Corradino Group Associates, Inc., all one hundred (100) votes were cast for the merger and none were cast against the merger. With respect to Carr Smith Associates all thirty (30) votes were cast for the merger and none were cast against the merger. The number of votes cast in favor of the merger was sufficient for approval of the merger by both corporations.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger this
23rd day of December, 1996.

THE CORRADINO GROUP ASSOCIATES, INC.

By: _____

Joseph C. Corradino, President

CARR SMITH ASSOCIATES, INC., ENGINEERS, ARCHITECTS,
PLANNERS

By: _____

Brian Mirson, President

This Instrument Was Prepared By:

Michael P. Lusk

Michael P. Lusk
LYNCH, COX, GILMAN & MAHAN, P.S.C.
500 Meidinger Tower
Louisville, Kentucky 40202
(502) 589-4215

carrfla.aom

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is made as of this 23rd day of December, 1996, by and between Carr Smith Associates Inc., Engineers, Architects, Planners, a Florida corporation (hereinafter "Carr Smith Associates"), and The Corradino Group Associates, Inc., a Kentucky corporation (the "Surviving Corporation"). (Carr Smith Associates and The Corradino Group Associates, Inc. are sometimes referred to collectively as the "Corporations").

WHEREAS, Carr Smith Associates is a Florida corporation authorized to issue one thousand (1,000) shares of \$1 par value common stock, of which there are thirty (30) shares outstanding on the date of this Agreement

WHEREAS, The Corradino Group Associates, Inc. is a Kentucky corporation authorized to issue one thousand (1,000) shares of no par value common stock, of which there are one hundred (100) shares outstanding on the date of this Agreement.

WHEREAS, for the Corporations and their respective shareholders' best interests, the Corporations' Boards of Directors deem advisable the merger of the Corporations into a single corporation pursuant to this Agreement. The Corporations respectfully desire to merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Florida and the Commonwealth of Kentucky's laws; and

WHEREAS, after the merger, the Surviving Corporation shall continue its corporate existence and be the corporation surviving the merger.

NOW THEREFORE, in consideration of the premises and the covenants and agreements herein contained, and in accordance with the applicable provisions of the Commonwealth of Kentucky's laws and Florida's laws, the parties agree as follows:

ARTICLE I EFFECTIVE TIME OF THE MERGER

The merger shall become effective in Kentucky and Florida on 12:01 a.m. on January 1, 1997 (hereinafter the "Effective Time"). At the Effective Time, the separate existence of Carr Smith Associates shall cease. Carr Smith Associates shall be merged into the Surviving Corporation, which shall be the Corporation surviving the merger.

ARTICLE II
GOVERNING LAW; ARTICLES OF INCORPORATION

The laws that will govern the Surviving Corporation are the Commonwealth of Kentucky's laws, including without limitation, KRS Chapter 271B and KRS Chapter 322. After the merger, the Surviving Corporation's Articles of Incorporation shall remain in effect until the same shall be further amended or altered in accordance with the provisions thereof.

ARTICLE III
BYLAWS

At the Effective Time, the Surviving Corporation's Bylaws, if any exist, shall remain the Surviving Corporation's Bylaws until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV
DIRECTORS AND OFFICERS

The directors of The Corradino Group Associates, Inc. immediately before the Effective Time will be the directors of the Surviving Corporation until their respective successor(s) are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and subject to the Surviving Corporation's Bylaws, at the Effective Time, the Surviving Corporation's officers shall remain the Surviving Corporation's officers.

ARTICLE V
CONVERSION OF SHARES IN THE MERGER

The mode of effectuating the merger provided in this Agreement and the manner and basis of converting the Corporations' shares into shares of the Surviving Corporation shall be as follows:

1. Each share of Carr Smith Associates common stock issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be converted to 3.167 fully paid and non-assessable shares of The Corradino Group Associates, Inc. common stock.
2. Any class of shares of Carr Smith Associates held in its treasury on the Effective Time will be canceled.

3. All of the outstanding common shares of The Corradino Group Associates, Inc. outstanding before the Effective Time and all rights in respect thereto, shall, upon such Effective Time remain unchanged and not subject to any adjustment.

ARTICLE VI EFFECT OF THE MERGER

At the Effective Time, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers, and franchises of both a public and private nature. The Surviving Corporation shall be subject to all the restrictions, disabilities, and duties of each of the Corporations and shall be subject to all the rights, privileges, immunities, powers and franchises of each of the Corporations. All property, real, personal, and mixed, and all debts due to either of said Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said Corporation, shall be vested in the Surviving Corporation. All property, rights, privileges, immunities, powers and franchises, and all other interests shall be thereafter as effectually the Surviving Corporation's property as they were of the respective Corporations. The title to any real estate vested by deed or otherwise in either of said Corporations shall not revert or be in any way impaired by reason of the Merger.

ARTICLE VII APPROVAL OF SHAREHOLDERS; FILING OF ARTICLES OF MERGER

This Agreement shall be submitted to each of the Corporations' shareholders in accordance with applicable laws and their respective Articles of Incorporation and Bylaws at meetings that shall be held on or before December 31, 1996, or such later date as the Corporations' Boards of Directors shall mutually approve. After adoption and approval of this Agreement and subject to the conditions contained in this Agreement, Articles of Merger shall be signed, verified, and delivered to the Kentucky Secretary of State for filing.

ARTICLE VIII CONDUCT OF BUSINESSES PENDING THE MERGER

1. **Survival of Representations and Warranties.** All representations, warranties and covenants contained herein shall survive the merger. In the event of a breach of any representation, warranty, or covenant, the breaching party shall pay the attorney's fees and other costs and expenses reasonably incurred by the non-breaching party relating to such breach.

2. **Cooperation.** The parties hereto shall proceed expeditiously and cooperate fully in the taking of any action necessary to effect the terms of this Agreement or

satisfaction of any requirements relating to this Agreement and the transactions contemplated hereunder.

WITNESS the signatures of the parties hereto as of the date first above written.

CARR SMITH ASSOCIATES, INC., ENGINEERS, THE CORRADINO GROUP ASSOCIATES, INC.
ARCHITECTS, PLANNERS

By: 

Title:

President

By: 

Title:

President