

347168  
DUNLEVEY, MAHAN & FURRY

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\*\*ALSO ADMITTED IN INDIANA

May 14, 2002

VIA FED EX

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

200005537832--5  
-05/15/02--01051--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

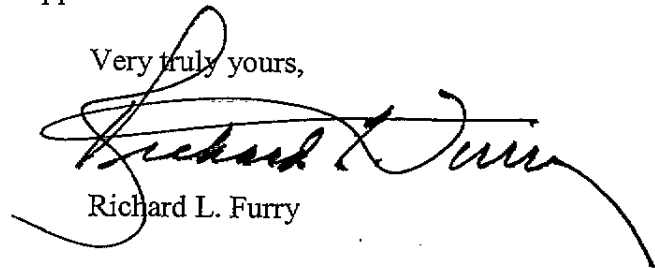
Ladies and Gentlemen:

Enclosed, for filing, are Articles of Merger of DeBoer Jacksonville, Inc. into DeBoer Tampa, Inc.

Also enclosed is this firm's check, payable to your order, in the amount of \$78.75, as and for required fees (\$70.00, filing fee (\$35.00 per party); \$8.75, certified copy).

Upon filing of the within Articles of Merger, please mail a certified copy thereof, as filed, to the undersigned. Your assistance is appreciated.

Very truly yours,



Richard L. Furry

RLF:lcp  
Enclosures

c: Andrew J. DeBoer

FILED  
02 MAY 15 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

al merger

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DEBOER JACKSONVILE, INC., A FLORIDA CORPORATION #P95000000752

INTO

**DEBOER TAMPA, INC.**, a Florida entity, 347168

File date: May 15, 2002

Corporate Specialist: Anna Chesnut

ARTICLES OF MERGER  
OF  
DEBOER JACKSONVILLE, INC.  
INTO  
DEBOER TAMPA, INC.

FILED  
02 MAY 15 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with §§607.1104 and 607.1105 of the Florida Business Corporation Act, DeBoer Tampa, Inc., a Florida corporation (the "Parent" or "Surviving Corporation"), and DeBoer Jacksonville, Inc., a Florida corporation (the "Subsidiary" or "Merging Corporation"), hereby execute these Articles of Merger.

1. **Plan of Merger.** The Plan of Merger pursuant to which the Subsidiary will be merged into the Parent (the "Plan of Merger") is annexed hereto and made a part hereof.

2. **Effective Date of Merger.** The merger of the Subsidiary into the Parent, as set forth in the Plan of Merger, shall become effective on the date that these Articles of Merger are filed with the Florida Department of State.

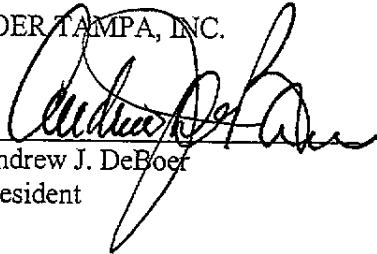
3. **Adoption of Plan of Merger.**

a. The Plan of Merger was adopted by the board of directors of the Surviving Corporation on May 10, 2002, pursuant to §607.1104 of the Act; no shareholder approval being required in such case.

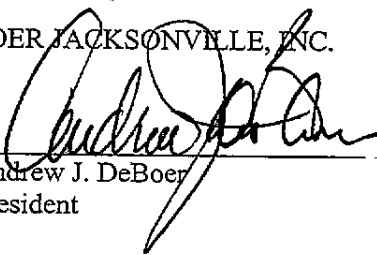
b. The Plan of Merger was adopted by the board of directors of the Merging Corporation on May 10, 2002, pursuant to §607.1104 of the Act; no shareholder approval being required in such case.

Executed: May 10, 2002.

DEBOER TAMPA, INC.

By   
Andrew J. DeBoer  
President

DEBOER JACKSONVILLE, INC.

By:   
Andrew J. DeBoer  
President

**PLAN OF MERGER**  
**OF**  
**DEBOER JACKSONVILLE, INC.**  
**INTO**  
**DEBOER TAMPA, INC.**

This Plan of Merger (the "Plan of Merger") sets forth the terms upon which DeBoer Tampa, Inc., a Florida corporation (the "Parent"), will merge its wholly-owned subsidiary, DeBoer Jacksonville, Inc., a Florida corporation (the "Subsidiary"), into itself, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act").

**Preamble**

The Plan of Merger has been duly adopted by the respective boards of directors of the Parent and the Subsidiary.

**Plan Provisions**

1. **Merger of Subsidiary into Parent.** The Subsidiary shall be merged into the Parent, which shall be the surviving corporation. To that end, the Parent, as the surviving corporation, shall deliver to the Florida Department of State for filing Articles of Merger of the Subsidiary into the Parent (the "Articles of Merger"), in the form annexed hereto and made a part hereof, as contemplated by §607.1105 of the Act. The merger shall become effective upon the filing with the Florida Department of State of the Articles of Merger (the "Effective Date").
2. **Cancellation of Subsidiary's Shares.** As of the Effective Date, all of the outstanding shares of capital stock of the Subsidiary (they being shares of Common Stock without par value) held by the Parent (there being no such shares in the Subsidiary's treasury) shall cease to exist and be cancelled.
3. **Officers' Authority.** The adoption of the Plan of Merger by the respective boards of directors of the Parent and the Subsidiary shall constitute a grant of authority to the respective officers of the Parent and the Subsidiary, and each of them, to execute, deliver and file any and all documents and writings, and to take any and all other actions, as may be necessary, convenient or appropriate to fully effect the Plan of Merger.