

353567

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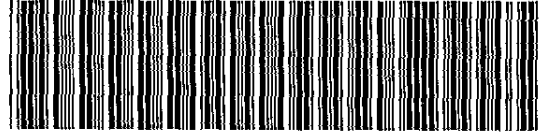
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN DEC 30 2002



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December 27, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Advantage Sunbelt, Inc. into Budd Mayer Operating Companies, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ADVANTAGE SUNBELT, INC., a Florida entity, P01000053130

INTO

BUDD MAYER OPERATING COMPANIES, INC., a Florida entity, 353567.

File date: December 27, 2002

Corporate Specialist: Teresa Brown

**STATE OF FLORIDA
ARTICLES OF MERGER OF
ADVANTAGE SUNBELT, INC.
a Florida corporation**

INTO

**BUDD MAYER OPERATING COMPANIES, INC.
a Florida corporation**

Pursuant to Florida Statutes §607.1104, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors of Advantage/Mayer, Inc. (the "Parent") as the sole shareholder of Budd Mayer Operating Companies, Inc., a Florida corporation (the "Surviving Corporation") and Advantage Sunbelt, Inc., a Florida corporation (the "Merged Corporation"), as of the 28th day of October, 2002.

SECOND: The Effective Date of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by the Parent immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.
- d. The Parent owns 100% of the outstanding capital stock of the Surviving Corporation and the Merged Corporation so that as a result of the Merger, each share of the Merged Corporation's common stock held by the Parent shall, by virtue of the Merger and without any action on the part of the Parent, be canceled simultaneously with the effectiveness of the Merger.

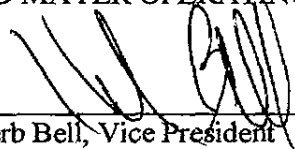
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TALLAHASSEE, FLORIDA

- e. The address of the principal office of the Surviving Corporation is 5908 Breckenridge Parkway, Tampa, Florida 33610.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 23rd day of December, 2002.

SURVIVING CORPORATION:

BUDD MAYER OPERATING COMPANIES, INC.

By: 
Herb Bell, Vice President

MERGED CORPORATION:

ADVANTAGE SUNBELT, INC.

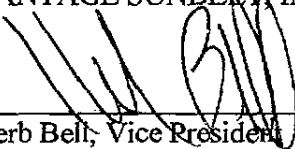
By: 
Herb Bell, Vice President

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of this 23rd day of December, 2002, by and between Budd Mayer Operating Companies, Inc., a Florida corporation (the "Surviving Corporation"), and Advantage Sunbelt, Inc., a Florida corporation (the "Merged Corporation"). Advantage/Mayer, Inc., a Florida corporation (the "Parent") is the sole shareholder of the Surviving Corporation and the Merged Corporation.

WITNESSETH:

WHEREAS, the Merged Corporation desires to merge with and into the Surviving Corporation (hereinafter called the "Merger").

WHEREAS, the Parent owns 100% of the outstanding capital stock of the Merged Corporation and the Surviving Corporation.

WHEREAS, the Board of Directors of the Parent has determined that it is advisable and in the best interests of the Merged Corporation and the Surviving Corporation that the Merged Corporation be merged into the Surviving Corporation, on the terms and conditions set forth herein and in accordance with §607.1104 of the Florida Business Corporation Act.

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, (a) the Merged Corporation shall be merged with and into the Surviving Corporation; (b) the separate existence of the Merged Corporation shall cease at the Effective Date and the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger except as set forth herein; (c) the Surviving Corporation shall continue and be governed by the laws of the State of Florida; (d) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation; and (e) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way

impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of the Merged Corporation, and shall be responsible and liable for all liabilities and obligations of the Merged Corporation, all as more particularly set forth in §607.1106 of the Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF SHARES

The Parent owns 100% of the outstanding capital stock of the Merged Corporation so that as a result of the Merger, each share of the Merged Corporation's common stock held by Parent shall, by virtue of the Merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the Merger.

ARTICLE IV

APPROVAL

This Plan of Merger was adopted by the Board of Directors of the Parent. The approvals of the shareholders of the Parent and the Board of Directors and sole shareholder of the Merged Corporation and the Surviving Corporation were not required.

ARTICLE V

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE VI

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDERS

The Board of Directors and officers of the Surviving Corporation immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the directors and officers of the Surviving Corporation until the directors' and officers' successors are elected and qualified.

ARTICLE VII

ASSIGNMENT

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in the Surviving Corporation the title to any property or rights of the Merged Corporation, or to otherwise carry out the provisions of this Plan, the proper officers and directors of the Merged Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in the Surviving Corporation.

ARTICLE VIII

EXPENSES

The Surviving Corporation shall pay all expenses of accomplishing the Merger.

ARTICLE IX

AMENDMENT

At any time before the filing of the Articles of Merger with the Secretary of State of Florida, the directors of the Parent may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE X

TERMINATION

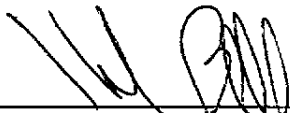
If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of the Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of the Parent. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or

the termination of this Plan on the part of the Surviving Corporation or the Merged Corporation, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have signed this Agreement under their corporate seals the day and year first above written.

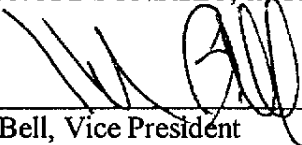
SURVIVING CORPORATION:

BUDD MAYER OPERATING COMPANIES, INC.

By:  _____
Herb Bell, Vice President

MERGED CORPORATION:

ADVANTAGE SUNBELT, INC.

By:  _____
Herb Bell, Vice President