

419264

ARTICLES OF MERGER
Merger Sheet

MERGING:

JIM SWANN DEVELOPMENT CORP., a Florida corporation, #613181

INTO

JIM SWANN MANAGEMENT, CO. which changed its name to

JIM SWANN ENTERPRISES, INC., a Florida corporation, 419264

File date: April 29, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



419264

ACCOUNT NO. : 072100000032

REFERENCE : 347151 5011226

AUTHORIZATION :

COST LIMIT : Patricia 50 Pysids

ORDER DATE : April 29, 1997

ORDER TIME : 9:49 AM

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ORDER NO. : 347151-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

ARTICLES OF MERGER

JIM SWANN DEVELOPMENT CORP.

INTO

JIM SWANN MANAGEMENT, CO.

EFFECTIVE DTAE: APRIL 1, 1997

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

97 APR 29 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File First

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NC
4/30

ARTICLES OF MERGER
OF

JIM SWANN DEVELOPMENT CORP., A FLORIDA CORPORATION
INTO
JIM SWANN MANAGEMENT, CO., A FLORIDA CORPORATION

ARTICLES OF MERGER between JIM SWANN MANAGEMENT, CO., a Florida Corporation ("Acquiror") and JIM SWANN DEVELOPMENT CORP., a Florida Corporation ("Acquiree").

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act"), Acquiror and Acquiree adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated April 1, 1997 ("Plan of Merger"), between Acquiror and Acquiree was approved and adopted by the shareholders of Acquiror on April 1, 1997 and was adopted by the shareholders of Acquiree on April 1, 1997.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Acquiree's stock will be acquired by means of a merger of Jim Swann Development Corp. into Jim Swann Management, Co. with Jim Swann Management, Co. the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if full set forth.
4. Pursuant to § 607.1105(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 1st day of April, 1997.

ATTEST:

By

(Corporate Seal)

JIM SWANN MANAGEMENT, CO., a
Florida corporation

By

Jim Swann, its President

ATTEST:

By

(Corporate Seal)

JIM SWANN DEVELOPMENT CORP., a
Florida corporation

By

Jim Swann, its President

FILED
97 APR 29 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER between JIM SWANN MANAGEMENT, CO. (the "Surviving Corporation") and JIM SWANN DEVELOPMENT CORP. (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with § 607.1101, et seq. of the Florida Business Corporation Act (the "Act").

WHEREAS, the Surviving Corporation is a Florida corporation with its principal place of business at P.O. Box 3767, Cocoa, FL 32924-3767; and

WHEREAS, the aggregate number of shares that the Surviving Corporation is authorized to issue is 500 at \$1.00 par value, of which 200 shares are outstanding, which are held by James T. Swann; and

WHEREAS, the Disappearing Corporation is a Florida corporation with its principal place of business at P.O. Box 3767, Cocoa, FL 32924-3767; and

WHEREAS, all the issued and outstanding stock of the Disappearing Corporation is held by Jim Swann; and

WHEREAS, it is desirable for the benefit of the Constituent Corporations and their shareholders that the properties, businesses, assets and liabilities of the Constituent Corporations be combined into one surviving corporation, which shall be the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the Constituent Corporations hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree as follows:

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law. The changes to the Surviving Corporation's Articles of Incorporation, which shall take effect on the Effective Date, are as follows:

a. The name of the Corporation shall be changed to Jim Swann Enterprises, Inc.

2. Distribution to Shareholders of Constituent Corporations. Upon the Effective Date, the stock of the Disappearing Corporation that shall be issued and outstanding at that time shall without more be converted into and exchanged for 100 shares of the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and

outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock.

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

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

5. Supplemental Actions. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any other further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the 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.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, the Disappearing Corporation and the Surviving Corporation shall cause their respective President 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 accordance with § 607.1105 of the Act, the Articles of Merger shall specify the Effective Date, which shall be the filing date of the Articles of Merger.


7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in full 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 necessarily by the same persons) or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

8. Termination. At any time before the Effective Date, this Plan may be terminated and the merger abandoned by mutual consent of the Board 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 1st day of April, 1997.


ATTEST:

By 
(Corporate Seal)

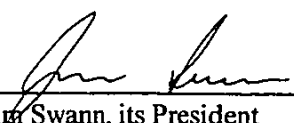
JIM SWANN MANAGEMENT, CO., a
Florida corporation

By 
Jim Swann, its President

ATTEST:

By 
(Corporate Seal)

JIM SWANN DEVELOPMENT CORP., a
Florida corporation

By 
Jim Swann, its President

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JIM SWANN MANAGEMENT, CO.

THE UNDERSIGNED, Jim Swann, of Jim Swann Management, Co., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is Jim Swann Management, Co.

ARTICLE SECOND: The Amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that ARTICLE FIRST of the current Articles of Incorporation is amended to provide as follows:

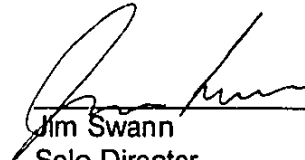
ARTICLE I

The name of the Corporation shall be Jim Swann Enterprises, Inc.

ARTICLE THIRD: The amendment to the Articles of Incorporation of the Corporation reflected in ARTICLE SECOND hereof did not require shareholder approval, and was unanimously approved by the Board of Directors on April 1, 1997.

ARTICLE FOURTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, Jim Swann, sole Director of the Corporation, has hereunto set his hand this 1st day of April, 1997.



Jim Swann
Sole Director
Sole Shareholder