

421412

Holland & Knight LLP

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

425-5686

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Realty and Industrial Corporation Mergers  
(Corporation Name) (Document #)
2. County Road Corporation  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL -2 AM 8:59

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- Walk-in      Pick up time \_\_\_\_\_      Certified Copy  
 Mail out      Will wait      Photocopy      Certificate of Service

NEW FILINGS	
<input type="checkbox"/>	Partnership
<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 R.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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-07/02/99-01010-002  
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

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ADP  
7/2/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COUNTY ROAD CORPORATION, a Florida corporation 421412

INTO

**REALTY AND INDUSTRIAL CORPORATION.** a Delaware corporation not  
qualified in Florida

File date: July 2, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

99 JUL -2 AM 8:39  
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TALLAHASSEE  
FLORIDA

THESE ARTICLES OF MERGER ("Articles of Merger") are made and entered into as of July 2, 1999, by and between Realty and Industrial Corporation, a Delaware corporation ("Parent"), and County Road Corporation, a Florida corporation ("Sub"); Parent and Sub are sometimes referred to as the "Constituent Corporations").

1. The Plan of Merger attached hereto (the "Plan of Merger") was duly approved by the Board of Directors of each of Parent and Sub on July 2, 1999.

2. No shareholder approval of the Plan of Merger was required by either Parent or Sub, because Parent owns 100% of the issued and outstanding shares of Sub. Furthermore, Parent, the sole shareholder of Sub, has waived in writing the requirement that it receive a copy of the Plan of Merger. Accordingly, no thirty (30) day waiting period is required prior to filing these Articles of Merger.

3. The Merger shall be effective at the time and date of the filing of these Articles of Merger with the Secretary of State of Florida.

4. Parent hereby appoints the Secretary of State of the State of Florida as its agent for the service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Sub, and Parent agrees that it will promptly pay to the dissenting shareholders of Sub the amount, if any, to which they are entitled pursuant to Section 607.1302 of the Florida Business Corporation Act. Parent's address is c/o First Union National Bank, 10 State House Square, Hartford, CT, 06103-3698.

IN WITNESS WHEREOF, the parties have duly executed these Articles of Merger as of the date first above written.

COUNTY ROAD CORPORATION,  
a Florida corporation

By: Larry J. Austin  
Name: Larry J. Austin  
Title: President

REALTY AND INDUSTRIAL  
CORPORATION, a Delaware corporation

By: Larry J. Austin  
Name: Larry J. Austin  
Title: President

## **PLAN OF MERGER**

This Plan of Merger, is made as of July 2, 1999 ("Plan of Merger"), by and between County Road Corporation, a Florida corporation ("Sub"), and Realty and Industrial Corporation, a Delaware corporation ("Parent").

WHEREAS, Sub is a Florida corporation and a wholly-owned subsidiary of Parent;

WHEREAS, Parent is a Delaware corporation and the owner of 100% of the issued and outstanding shares of capital stock of Sub;

WHEREAS, the Board of Directors of Sub and Parent each deem it fair and equitable to, and in the best interests of, its respective corporation and shareholders that Sub be merged with and into Parent with Parent being the surviving corporation, and each such Board of Directors has approved this Plan of Merger and has authorized its execution and delivery, and the consummation of the merger of Sub with and into Parent (the "Merger").

WHEREAS, no approval of the shareholders of Parent or Sub is required to effect the Merger inasmuch as Parent owns 100% of the outstanding shares of the capital stock of Sub, and the Merger is being effected under Section 253 of the General Corporation Law of Delaware ("DGCL") and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act ("FBCA").

NOW, THEREFORE, in consideration of the promises and the agreements herein contained, the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect:

### **ARTICLE 1. THE MERGER**

1.1 The Merger; Effective Time. Sub will be merged with and into the Parent, which will continue as the surviving corporation, in accordance with and with the effect provided in Section 253 of the DGCL and Sections 607.1104 and 607.1107 of the FBCA. The Merger shall become effective upon the filing of Articles of Merger with the Florida Secretary of State (the "Effective Time").

#### 1.2 Effects of the Merger.

(a) At the Effective Time, (i) the separate existence of Sub shall cease and Sub shall be merged with and into Parent (Parent and Sub are sometimes referred to herein as the "Constituent Corporations" and Parent is sometimes referred to herein as the "Surviving Corporation"), (ii) the Certificate of Incorporation of Parent in effect as of the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, and (ii) the Bylaws of Parent in effect as of the Effective Time shall be the Bylaws of the Surviving Corporation.

(b) At and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and

all and singular rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed and all debts due to either of the Constituent Corporations on whatever account as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the Merger had not taken place, and the Surviving Corporation may be substituted as a party in such action or proceeding in place of any Constituent Corporation.

**ARTICLE 2.**  
**EFFECT OF THE MERGER ON THE STOCK OF**  
**THE CONSTITUENT CORPORATIONS**

2.1 Cancellation of Sub Common Stock. As of the Effective Time, all shares of capital stock of Sub issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist.

**ARTICLE 3.**  
**RIGHTS OF DISSENTING SHAREHOLDERS**

3.1 If the sole shareholder of Sub exercises its dissenter's rights pursuant to FBCA Sections 607.301, 607.1302 and 607.1320, copies of which were delivered to the sole shareholder of Sub on the date hereof, it is entitled, if it complies with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Sub and Parent have executed this Plan of Merger as of the date first written above.

COUNTY ROAD CORPORATION,  
a Florida corporation

By: Larry J. Austin  
Name: Larry J. Austin  
Title: President

REALTY AND INDUSTRIAL CORPORATION,  
a Delaware corporation

By: Larry J. Austin  
Name: Larry J. Austin  
Title: President