

428798

FILE
1ST



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 149634 4384197

AUTHORIZATION :

COST LIMIT :

Patricia Piquito
157,500

ORDER DATE : February 26, 1999

ORDER TIME : 2:43 PM

ORDER NO. : 149634-005

CUSTOMER NO: 4384197

CUSTOMER: Lori Mohr, Paralegal
Duane Morris & Heckscher Llp
200 South Biscayne Blvd.
Ste 3410
Miami, FL 33131

FILED
99 MAR -2 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FEDCO ACQUISITION, INC.

INTO

700002790887--3

FEDCO, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:



~~CERTIFIED COPY~~
~~PLAIN STAMPED COPY~~

3-2-99

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Cassandra Lamm/HBD

EXAMINER'S INITIALS:

CC

99 MAR -2 AM 10:50

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

FEDCO ACQUISITION, INC., a Florida corporation, P99000017052

INTO

FEDCO, INC., a Florida corporation, 428798

File date: March 2, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 157.50

ARTICLES OF MERGER
OF
FEDCO ACQUISITION, INC.
INTO
FEDCO, INC.

FILED
99 MAR -2 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Fedco Acquisition, Inc. into Fedco, Inc. (the "Merger").

A. The Plan of Merger is as follows:

1. The name of each corporation to be merged is Fedco Acquisition, Inc., a Florida corporation (the "Merging Corporation") and Fedco, Inc., a Florida Corporation ("Fedco"). The surviving corporation of the merger is Fedco, which will continue its existence as said surviving corporation under the name Fedco, Inc. upon the time the Merger is effective (the "Effective Time").
2. As of the Effective Time of the Merger, all shares of Fedco capital stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Fedco capital stock shall cease to have any rights with respect thereto, except the right to receive \$ 381,159.99 per share of Fedco capital stock outstanding immediately prior to the Effective Time, by wire transfer of immediately available funds, to an account or accounts designated in writing by the shareholder.
3. At the Effective Time, each share of capital stock of the Merging Corporation that was issued and outstanding immediately prior to the Effective Time shall not be converted or exchanged by reason of the Merger, but shall continue to represent the outstanding capital stock of the surviving corporation.
4. The Articles of Incorporation of the Merging Corporation as in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of the surviving corporation until thereafter changed or amended as provided therein or by applicable law, except that

Article 1 of the Articles of Incorporation of the surviving corporation shall be amended to provide as follows:

"1. The name of the corporation is Fedco, Inc."

5. The Bylaws of the Merging Corporation as in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of the surviving corporation until thereafter changed or amended as provided therein or by applicable law.
 6. The officers and directors of the Merging Corporation as in effect immediately prior to the Effective Time of the Merger shall be the officers and directors of the surviving corporation, until the earlier of their resignation or removal or until their respective successors are duly elected, as the case may be.
- B. The Effective Time of the Merger shall be upon the filing of these Articles of Merger with the Florida Secretary of State.
- C. The Plan of Merger was approved by the sole shareholder and the sole director of the Merging Corporation by joint written consent on February 26, 1999. The Plan of Merger was approved by the shareholders and the directors of Fedco by joint written consent on February 25, 1999.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Dated: February 26, 1999.

FEDCO ACQUISITION, INC.
a Florida corporation

By: _____

Name: Jerry McAlister

Title: President

FEDCO, INC., a Florida corporation

By: _____

Name: WILLIAM MULTACK

Title: PRESIDENT

PH11487316.1