

454634

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 9, 1998

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AMENDMENT SECTION
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Merger of PARENT, Service Resources Corporation of Georgia
Into Florida Subsidiary,
Service Resources Corporation of Florida

Dear Sir or Madam:

Enclosed are an original and one photocopy of ARTICLES OF MERGER (PLAN OF MERGER) for the above. This Plan follows FS 607.1104 and should be found in order.

Since there are two corporations in this merger, a check for the fee of \$70.00 plus \$52.50 for a Certified Copy of the Plan as filed, is enclosed.

Looking forward to receiving our copy back from your office, I am,

Sincerely,


James F. Panter

JFP/aa

Enc. Original & copy, Plan of Merger
Check to Florida SOS, \$122.50

VS JUN 18 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

SERVICE RESOURCES CORPORATION OF GEORGIA, a Georgia corporation
not qualified in Florida

INTO

SERVICE RESOURCES CORPORATION OF FLORIDA, a Florida corporation,
454634

File date: June 12, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(PLAN OF MERGER)
OF

FILED
98 JUN 12 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SERVICE RESOURCES CORPORATION of FLORIDA, a Florida corporation
&
SERVICE RESOURCES CORPORATION of GEORGIA, a Georgia corporation

SERVICE RESOURCES CORPORATION of FLORIDA, a Florida corporation, (sometimes hereinafter "SRC/FL") is currently One Hundred percent (100%) owned by SERVICE RESOURCES CORPORATION of GEORGIA, a Georgia corporation (sometimes hereinafter "SRC/GA") and the two corporations, which file joint income tax returns, wish to merge into one corporation, with the surviving corporation being SERVICE RESOURCES CORPORATION of FLORIDA., a Florida corporation.

ITEM I.

Pursuant to Florida Statutes, Chapter 607.1104 (a), et. seq., the following numbered and lettered paragraphs, correspond to their comparably numbered and lettered paragraphs of the statutes.

FS 607.1104 (1)(a) Parent corporation, SRC/GA, is merging itself into its 100% owned subsidiary, SRC/FL, with the articles of incorporation of the surviving Florida corporation having no amendment. One hundred percent (100%) of the shareholders of the parent corporation have lawfully assented to merging said parent into its Florida subsidiary. Each corporation has only one class of common stock outstanding.

(b) The Board of Directors of the parent corporation adopted this Plan of Merger, setting forth:

1. Parent name is SERVICE RESOURCES CORPORATION of GEORGIA, a Georgia corporation, and the subsidiary's name is SERVICE RESOURCES CORPORATION of FLORIDA, a Florida Corporation.

2. The manner and basis of converting the shares of the merged corporation into shares of the surviving corporation, are upon the simultaneous presentment to SRC/FL by SRC/GA of all the issued and outstanding shares in SRC/FL, being 100 shares of common stock, and surrender of all certificates of shares issued and outstanding in SRC/GA by its shareholders, being two certificates for 69% and 31% respectively for the 5499 total issued and outstanding shares, to SRC/GA, said SRC/FL shall thereupon issue One Hundred (100) of its shares of common stock to the former shareholders of SRC/GA, the merged Georgia corporation, on the same percentage basis, as owned by each shareholder of SRC/GA prior to the exchange of shares. All shareholders have received a copy of the merger agreement, participated in the merger discussions and waive any and all further rights related to such transactions.

3. All shareholders of the merged corporation shall receive proportionate shares of the surviving corporation as set forth in the immediate prior paragraph 2

4. {1} As to the merged corporation there is no shareholder who dissents, i. e., all shareholders agreed to the merger.


{2}., {3}.&{4} All shareholders were provided a copy of the merger agreement, participated in discussions and waive all other and further rights related thereto. There is no amendment to the surviving corporation's articles of incorporation.

ITEM II.

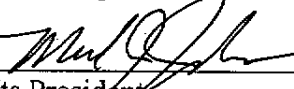
A. There is no change in the survivor's registered office or registered agent in EITHER Florida, or in Georgia, where the surviving corporation is authorized to do business.

B. This Plan of Merger and Share Exchange, executed on behalf of each corporation involved, is filed by the surviving corporation, SERVICE RESOURCES CORPORATION of FLORIDA, in Florida, and on behalf of SERVICE RESOURCES CORPORATION of GEORGIA, in Georgia, and shall be effective as to each State upon receipt by its Corporation Division, Secretary of State.

SERVICE RESOURCES CORPORATION of FLORIDA
a Florida Corporation

BY:  (Seal)
Its President
Mark Judson

SERVICE RESOURCES CORPORATION of GEORGIA
a Georgia Corporation

BY:  (Seal)
Its President
Mark Judson

