

481567

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December 19, 1996

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ALSO ADMITTED IN NC*

FREDERICK T. STANT, JR.
OF COUNSEL

OUR FILE NUMBER

34-173-001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/02/97--01034--003
****140.00 *****70.00

RE: ARTICLES OF MERGER between The Hospitality Shop,
Inc. and Peaks of Otter Coffee Shoppes, Inc.,
Florida corporations and N.C. PCSM, Inc. a North
Carolina corporation

Dear Division of Corporations:

I am enclosing an original and one copy of the Articles
of Merger and Plan of Merger for the above noted mergers.

Also enclosed is a firm check in the amount of \$140.00 to
cover the cost of filing. Please return the stamped copies to me
at the above noted address. Should you have any questions, please
contact me.

Very truly yours,


Brian C. Purcell

Enclosures

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1-fls083.bcp

FILED
96 DEC 31 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

511/13
Nagy

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE HOSPITALITY SHOP, INC., a Florida corporation, 481567

INTO

N.C. PCSM, INC., a North Carolina corporation not qualified in Florida.

File date: December 31, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER
OF
THE HOSPITALITY SHOP, INC.
AND
N.C. PCSM, INC.

FILED
95DEC31 AM10:50
TALLAHASSEE, FLORIDA

To the Secretary of state
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation which is a 100% wholly owned subsidiary of the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging THE HOSPITALITY SHOP, INC., a Florida corporation with and into N.C. PCSM, INC., a North Carolina corporation.

2. The directors of THE HOSPITALITY SHOP, INC. adopted the aforesaid Plan of Merger by written consent given on December 19, 1996 in accordance with the provisions of Sections 607.07 and 607.04 of the Florida Business Corporation Act.

3. The merger of THE HOSPITALITY SHOP, INC. with and into N.C. PCSM, INC. is permitted by the laws of the jurisdiction of organization of N.C. PCSM, INC. and is in compliance with said laws. The date of adoption of the plan of Merger by the directors of N.C. PCSM, INC. was December 19, 1996.

Executed on December 26, 1996.

ATTESTED:

By: Randy B. Spector
Randy B. Spector,
Secretary

THE HOSPITALITY SHOP, INC.
a Florida corporation

By: Richard E. Kerley
Richard E. Kerley,
President

ATTESTED:

By: Randy B. Spector
Randy B. Spector,
Secretary

N.C. PCSM, INC.
a North Carolina corporation

By: Richard E. Kerley
Richard E. Kerley,
President

PLAN OF MERGER adopted by THE HOSPITALITY SHOP, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 19, 1996 and adopted by its parent corporation, N.C. PCSM, INC., a business corporation organized under the laws of the State of North Carolina, by resolution of its Board of Directors on December 19, 1996. The names of the corporations planning to merge are THE HOSPITALITY SHOP, INC., a business corporation organized under the laws of the State of Florida, and N.C. PCSM, INC., a business corporation organized under the laws of the State of North Carolina. The name of the surviving corporation into which THE HOSPITALITY SHOP, INC. plans to merge is N.C. PCSM, INC..

1. THE HOSPITALITY SHOP, INC. and N.C. PCSM, INC. shall, pursuant to the provisions of the laws of the State of North Carolina and the provisions of the North Carolina Business Corporation Act, be merged with and into a single corporation, to wit, N.C. PCSM, INC., which shall be the surviving corporation at the effective time and date of the merger. N.C. PCSM, INC. is sometimes hereinafter referred to as the "surviving corporation" and shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the North Carolina Business Corporation Act. The separate existence of THE HOSPITALITY SHOP, INC., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the laws of the State of North Carolina.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the North Carolina Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of the North Carolina Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of merger, be exchanged for

one share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by Chapter 55, Article 11 of the laws of the State of North Carolina.

7. When the merger of the non-surviving corporation with and into the surviving corporation has been duly authorized in compliance with Chapter 55, Article 11 of the laws of the State of North Carolina, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of North Carolina and of the State of North Carolina, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

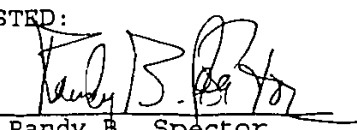
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Executed on December 26, 1996.

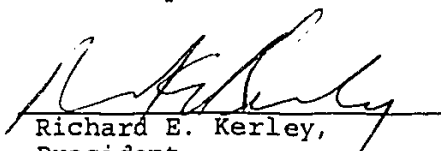
THE HOSPITALITY SHOP, INC.
a Florida corporation

ATTESTED:

By:


Randy B. Spector,
Secretary

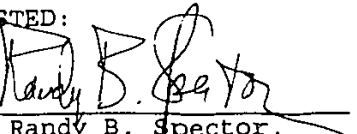
By:


Richard E. Kerley,
President

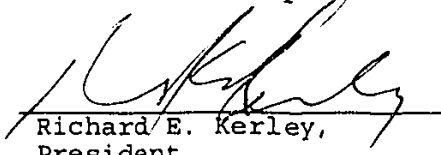
N.C. PCSM, INC.,
a North Carolina corporation

ATTESTED:

By:


Randy B. Spector,
Secretary

By:


Richard E. Kerley,
President