

523952

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNCOAST INSULATION MFG. CO., a Florida corporation, 523952

INTO

U.S. FIBER, INC.. a North Carolina corporation not qualified in Florida

File date: June 26, 1997, effective June 30, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50



523952

ACCOUNT NO. : 072100000032

REFERENCE : 443269 53067A

AUTHORIZATION : *Mark Watson*

COST LIMIT : \$ 122.50

FILED
97 JUN 26 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 26, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 443269-005

CUSTOMER NO: 53067A

CUSTOMER:

Fcr, Inc.
Suite 236-e
2101 Rexford Road
Charlotte, NC 28211

500002223635--5

ARTICLES OF MERGER

SUNCOAST INSULATION MFG. CO.

INTO

U.S. FIBER, INC.

RECEIVED
97 JUN 26 AM 11:39
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

EFFECTIVE DATE
6-30-97

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS: *C.C.*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

97 JUN 30 AM 8:37

June 26, 1997

CSC
W. CHARLES EARNEST
TALLAHASSEE, FL

SUBJECT: SUNCOAST INSULATION MFG. CO.
Ref. Number: 523952

RESUBMIT

Please give original
submission date as file date.

We have received your document for SUNCOAST INSULATION MFG. CO. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Section 4 of the Plan of Merger states that "Upon filing of the Articles and Plan of Merger, the Surviving Corporation shall be authorized to do business in the State of Florida"; in order to be authorized to transact business in the State of Florida the Surviving entity must file qualification document with this office --- this statement is incorrect, and must be removed from the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 697A00033915

* Effective Date 6-30-97 *

FILED

**ARTICLES OF MERGER
OF
SUNCOAST INSULATION MFG. CO.
WITH AND INTO
U.S. FIBER, INC.**

97 JUN 26 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-30-97

These Articles of Merger are made between **U.S. FIBER, INC.**, a North Carolina corporation (the "Surviving Corporation"), and **SUNCOAST INSULATION MFG. CO.**, a Florida corporation (the "Merging Corporation"), and submitted to the North Carolina Secretary of State and the Department of the State of Florida by each of the companies participating in the merger.

Pursuant to Article 11 of Chapter 55 of the North Carolina General Statutes and Section 607.1105 of the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation adopt the following Articles of Merger for the purpose of merging the Merging Corporation with and into the Surviving Corporation, which shall be the surviving corporation.

1. The Plan of Merger, dated the 23 day of June, 1997, a copy of which is attached hereto as "Exhibit A" and incorporated herein, was unanimously approved and adopted by the respective stockholders of the Merging Corporation and the Surviving Corporation on that date.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Merging Corporation's stock will be dissolved as provided therein.

3. The effective date of the merger shall be June 30, 1997.

4. Upon the merger becoming effective, the Surviving Corporation shall be deemed (i) to appoint the Secretary of State of Florida as its agent for service of process in the State of Florida in a proceeding to enforce any obligation or the rights of dissenting shareholders of Merging Corporation, and (ii) to agree that it will promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under section 607.1302 of the Florida Business Corporation Act.

5. This merger is permitted under the laws of North Carolina and Florida, and the parties have complied with the applicable laws of both the states in effecting the merger.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 23 day of June, 1997.

U.S. FIBER, INC., a North Carolina corporation

By: 

Alfred J. Vincelli, Sr.,
President

SUNCOAST INSULATION MFG. CO., a Florida
corporation

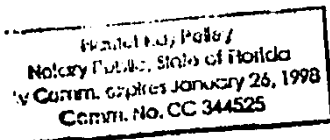
By: [Signature]
Alfred J. Vincelli, Sr.,
President

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged, sworn to and subscribed before me this 23
day of June, 1997, by Alfred J. Vincelli, Sr., as President of U.S. Fiber, Inc., a North Carolina
corporation and a wholly owned subsidiary of FCR, Inc., a Delaware corporation, on behalf of the
corporation. He is personally known to me and did take an oath.

NOTARY PUBLIC:

[Signature]
Name: HARRIET K. PELLEY



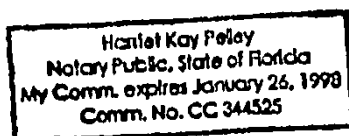
STATE OF Florida (SEAL)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged, sworn to and subscribed before me this ____
day of June, 1997, by Alfred J. Vincelli, Sr., as President of Suncoast Mfg. Co., N.C., a Florida
corporation, on behalf of the corporation. He is personally known to me and did take an oath.

NOTARY PUBLIC:

[Signature]
Name: HARRIET K. PELLEY



STATE OF Florida (SEAL)
My Commission Expires:

**PLAN OF MERGER
OF
SUNCOAST INSULATION MFG. CO.
WITH AND INTO
U.S. FIBER, INC.**

This Plan of Merger is entered into on June 23, 1997, by **SUNCOAST INSULATION MFG. CO.**, a Florida corporation (the "Merging Corporation") and **U.S. FIBER, INC.**, a North Carolina corporation (the "Surviving Corporation").

BACKGROUND

The Surviving Corporation is a business corporation of the State of North Carolina with its principal office therein located at 2101 Rexford Road, Suite 236-E, Charlotte, North Carolina 28211, and is a wholly-owned subsidiary of the Parent Corporation.

The Merging Corporation is a business corporation of the State of Florida with its principal office therein located at 905 E. MLK, Jr. Dr., Suite 400, Tarpon Springs, Florida 34689.

Both the Surviving Corporation and the Merging Corporation are wholly owned Subsidiaries of FCR, Inc., a North Carolina corporation.

The Merging Corporation and the Surviving Corporation and their respective Boards of Directors deem it advisable and in the best interests of the two corporations and their respective stockholders to merge (the "Merger") the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of the Business Corporation Act of the State of Florida and North Carolina Business Corporation Act.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties, this Plan of Merger being duly entered into by the Merging Corporation and the Surviving Corporation, the parties hereto agree as follows:

Section 1. Effective Date.

The effective date (the "Effective Date") of the Merger shall be June 30, 1997.

Section 2. Adoption of Plan of Merger.

The sole shareholder and directors of the Merging Corporation unanimously adopted and approved this Plan of Merger on June 23, 1997. The sole shareholder and directors of the Surviving Corporation unanimously adopted and approved this Plan of Merger on June 23, 1997.

Section 3. Plan of Merger.

3.1 In accordance with the corporation laws of the States of North Carolina and Florida, at the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation, as the surviving corporation in the Merger, (a) shall continue its corporate existence under the laws of the State of North Carolina, and (b) shall succeed to all rights, assets, liabilities, and obligations of the Merging Corporation and the Surviving Corporation. The separate corporate existence of the Merging Corporation shall terminate at the Effective Date.

3.2 At the Effective Date, the current Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation after the Effective Date, and thereafter may be amended in accordance with its terms and as provided by applicable law.

3.3 At the Effective Date, the current Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, and thereafter may be amended in accordance with their terms and as provided by applicable law.

3.4 Until the election and qualification of their successors, the current members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation in office on the Effective Date, and the current officers of the Surviving Corporation shall be the officers of the Surviving Corporation on the Effective Date.

3.5 At the Effective Date, all of the issued and outstanding shares of stock of the Merging Corporation, currently owned by the Parent Corporation, shall be dissolved and all stock certificates representing ownership of said shares shall be marked as "canceled."

3.6 At the Effective Date, the outstanding shares of the Surviving Corporation will not be issued, sold, converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as shares of the Surviving Corporation.

3.7 The Merger is permitted by the laws of North Carolina and Florida, and the parties hereto have complied with the laws of both states in effecting the Merger.

Section 4. Further Assurances.

If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further assignments, or assurances in law or any other things, are necessary or desirable to vest, perfect, or confirm of record or otherwise, in the Surviving Corporation, the title to any property, right, privilege, power, immunity, purpose or franchise of the Merging Corporation acquired or to be acquired by reason of, or as a result of the Merger, the Merging Corporation and its proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to the same in the Surviving Corporation and otherwise to carry out the intent and purposes of these Articles and Plan of Merger, and the proper officers and directors of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be duly executed and delivered as of the date and year first above written.

U.S. FIBER, INC., a North Carolina
corporation

By: 

Alfred J. Vincelli, Sr.,
President

SUNCOAST MFG. CO., N.C., a Florida
corporation

By: 

Alfred J. Vincelli, Sr.,
President

CERTIFICATE OF SECRETARY OF SUNCOAST INSULATION MFG. CO.

The undersigned, being the Secretary of SUNCOAST INSULATION MFG. CO., does hereby certify that the foregoing Plan of Merger was submitted to the stockholders entitled to vote of the corporation at a special meeting thereof for the purpose of acting on the Plan of Merger. All of the stockholders of the corporation waived, in a writing signed by them, notice of the time, place, and purpose of the meeting, including the lapse of the 20-day period of time otherwise required. At the meeting, the Plan of Merger was considered by the stockholders entitled to vote and, a vote having been taken for the adoption or rejection by them of the Plan of Merger, the stockholders unanimously voted for the adoption of the Plan of Merger.

Dated: June 23, 1997.

Dennis Fini-Donnell SECRETARY
Secretary of SUNCOAST INSULATION MFG. CO.

VINCELLFLPLANMGR