

Document Number Only

548879

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Alsay Incorporated
Merging into: Alsay Investments, Inc.

Merge

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR -3 PM 12:15

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THANKS
LAURA EARNEST

FILED
00 APR -3 PM 5:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALSAY INCORPORATED, a Florida corporation 548879
,

INTO

ALSAY INVESTMENTS, INC., a Delaware corporation not qualified in Florida.

File date: April 3, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

FILED
00 APR -3 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1104, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Alsay Investments, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Alsay Incorporated	Florida

Third: The Plan of Merger is attached hereto as Exhibit "A".

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation – In accordance with the laws of the State of Delaware, the Plan of Merger was adopted by the Board of Directors of the surviving corporation on March 1, 2000, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation – In accordance with the laws of the State of Florida, the Plan of Merger was adopted by the Board of Directors of the merging corporation on March 1, 2000, and by the Board of Directors of the merging corporation's parent, Alsay Holdings, Inc., a Delaware corporation (owning more than 80% of the merging corporation), and shareholder approval was not required.

Seventh: As part of the merger, the Certificate of Incorporation of the surviving corporation shall be amended to change the name of the surviving corporation from "Alsay Investments, Inc." to "Alsay Incorporated."

Eighth: The address of the principal office of the surviving corporation in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

Ninth: The surviving corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the merging corporation.

Tenth: The surviving corporation has agreed to promptly pay to the dissenting shareholders of the merging corporation the amount, if any, to which they are entitled under Section 607.1302, F.S.

Eleventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Alsay Incorporated	<u>A.C. England</u>	A. C. England Chief Executive Officer and President
Alsay Investments, Inc.	<u>Bruce W. Wilkinson</u>	Bruce W. Wilkinson President
Alsay Holdings, Inc.	<u>Bruce W. Wilkinson</u>	Bruce W. Wilkinson President

Exhibit "A"

PLAN OF MERGER
(Merger of subsidiary corporations)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporations is:

<u>Name</u>	<u>Jurisdiction</u>
Alsay Holdings, Inc.	Delaware

The name and jurisdiction of each **subsidiary** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Alsay Incorporated	Florida
Alsay Investments, Inc.	Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

All of the shares of Alsay Incorporated held by Alsay Holdings, Inc. shall be converted, in the aggregate, into a total of 1,000 shares of common stock of Alsay Investments, Inc.

Every other shareholder of Alsay Incorporated shall receive \$44.51 for each share of common stock of Alsay Incorporated held by such shareholder.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of the shares.

ALSAY HOLDINGS, INC.,
a Delaware corporation

By: _____

Bruce W. Wilkinson, President

ALSAY INCORPORATED,
a Florida corporation

By: A.C. England
A.C. England
President and Chief Executive Officer

ALSAY INVESTMENTS, INC.,
a Delaware corporation

By: Bruce W. Wilkinson
Bruce W. Wilkinson, President

Signature Page
To
Plan of Merger
(Alsay Incorporated)