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Requestor's Name
ROGERS, TOWERS, BAILEY, JONES & GAY

Address
106 South Monroe Street Tallahassee

FL

City State Zip Phone
Pat or 32301 222-7200

Tamara CORPORATION(S) NAME

TDS Acquisition Inc.
into

Total Distribution Systems, Inc.
Doc # 558331 0

☒ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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merger

McGUIRE WOODS
BATTLE & BOOTHE

Transpotomac Plaza *
Suite 1000, 1199 North Fairfax Street
Alexandria, VA 22314-1437

The Blaustein Building
One North Charles Street
Baltimore, MD 21201-3793

Court Square Building
P.O. Box 1288
Charlottesville, VA 22902-1288

8280 Greensboro Drive
Suite 900, Tysons Corner
McLean, VA 22102-0346

One James Center
901 East Cary Street
Richmond, Virginia 23219-4030

Phone: (804) 775-1000 (Voice/TDD)

Fax: (804) 775-1061

Direct Dial: (804) 775-1181

February 11, 1993

World Trade Center
Suite 9000, 101 West Main Street
Norfolk, VA 23510-1655

The Army and Navy Club Building
1627 Eye Street, N.W.
Washington, DC 20006-4007

250 Avenue Louise, Bte. 64
1050 Brussels, Belgium

associated office:
P.O. Box 4930
Bahnhofstrasse 3
8022 Zurich, Switzerland

BY HAND

Corporation Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
409 East Gaines
Tallahassee, Florida 32301

Attention: Mergers

Merger of TDS Acquisition, Inc. (Va. parent)
into Total Distribution Systems, Inc. (Fla. subsidiary)

Ladies and Gentlemen:

Enclosed please find the Articles of Merger and the Plan of Merger which we are filing in connection with the above-referenced merger. On February 10, 1993, your office pre-cleared these documents; since that date I have made certain revisions to them to comply with requirements of other jurisdictions. I do not believe any of these changes are material for purposes of Florida law.

With this letter you will receive payment of \$122.50 for the filing fee (\$70) and a certificate (\$52.50). Please call me with any questions you may have.

Sincerely,



Lloyd M. Richardson

LMR:cv
Encl.

Step 2: Florida

ARTICLES OF MERGER
TDS ACQUISITION, INC.
INTO
TOTAL DISTRIBUTION SYSTEMS INC.

FILED
93 FEB 12 PM 12:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The Plan of Merger ("Plan") attached as Exhibit A describes the merger of TDS Acquisition, Inc., a Virginia corporation ("Acquisition"), into Total Distribution Systems Inc., a Florida corporation ("Total"). Before the merger, Acquisition owned all of the outstanding shares of each class of stock of Total. The Boards of Directors of Acquisition and of Total have adopted the Plan and recommended approval of the Plan by their respective shareholders.

2. Subsequent to adoption by the Board of Directors of Acquisition on February 10, 1993, the Plan was submitted to the shareholders of Acquisition in accordance with the Virginia Stock Corporation Act and was adopted by unanimous consent of such shareholders on February 10, 1993.

3. The Board of Directors of Total adopted the Plan on February 10, 1993. Approval of the Plan by the shareholders of Total was not required under Florida law, since §607.1104 of the Florida Business Corporation Act, as amended, provides that no such shareholder approval is required where, as is the case in the instant merger, a corporation owning at least 90 percent of the outstanding shares of each class of a subsidiary merges itself into the subsidiary.

4. Each shareholder of Total, the subsidiary, has waived the right to receive a copy of the Plan by mail.

5. The surviving corporation is Total.

6. The merger of Acquisition into Total is permitted under the law of Florida, and Total has complied with that law in effecting the merger.

Date: February 0, 1993

TOTAL DISTRIBUTION SYSTEMS INC.

By: 

Thomas A. Logan, Chairman and
Chief Executive Officer

TDS ACQUISITION, INC.

By: 

Terrence D. Daniels, President

Step 2

EXHIBIT A

PLAN OF MERGER
TDS ACQUISITION, INC.
INTO
TOTAL DISTRIBUTION SYSTEMS INC.

1. Parties to the Merger. TDS Acquisition, Inc., a Virginia corporation ("Acquisition"), owns all of the outstanding shares of each class of stock of Total Distribution Systems Inc., a Florida corporation ("Total"). Acquisition will be merged with and into Total (the "Merger"), effective immediately upon filing of Articles of Merger with the State Corporation Commission of Virginia. Thereafter, Articles of Merger will be filed with the Secretary of State of the State of Florida. Total will be the surviving corporation.

2. Conversion of Shares. At the effective time of the Merger, each outstanding common share of Acquisition, all of which shares are owned by Logistics, Inc., a Virginia corporation ("Logistics"), will be converted into one share of the common stock, par value one dollar (\$1.00), of Total. The outstanding shares of the common stock of Total owned by Logistics immediately prior to the effective time of the Merger will be cancelled.

3. Exchange of Certificates. After the effective time of the Merger, no holder of a certificate representing shares of Acquisition shall be entitled (with respect to the shares of the

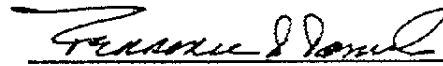
common stock of Total to be received in conversion of the shares represented by such certificate) to vote at any meeting of stockholders of Total or to receive any dividends from Total until surrender of such certificate in exchange for a certificate representing shares of Total common Stock. Upon such surrender, the right to vote such shares shall be restored and there shall be paid to the holder the amount of dividends (without interest thereon) that have theretofore become payable, but that have not been paid by reason of the foregoing, with respect to the number of shares of Total common stock represented by the certificate issued in the exchange. Total may at its discretion waive any requirement of this Section 3.

4. Abandonment of Plan. This Plan of Merger may be abandoned in whole or in part by Acquisition by action of its Board of Directors at any time prior to the effective time of the Merger, notwithstanding any shareholder approval.

Dated: February 10, 1993

TDS ACQUISITION, INC.

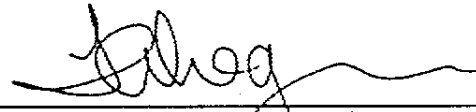
By:



Terrence D. Daniels, President

TOTAL DISTRIBUTION SYSTEMS INC.

By:



Thomas A. Logan, Chairman and
Chief Executive Officer