

666678

ARTICLES OF MERGER
Merger Sheet

MERGING:

BRITMAR CORPORATION, a Delaware Corp., #F95000000480

INTO

CEDAR RESOURCES, INC., a Florida corporation, 666678

File date: May 1, 1997

Corporate Specialist: Susan Payne

666678

Ernie Maskuch
HOLLAND & KNIGHT

Requestor's Name
315 SOUTH CALHOUN STREET

Address
Tallahassee, Florida 32301

City/State/Zip Phone #
224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cedar Resources, Inc. (Corporation Name) _____ (Document #) _____
2. Britmar Corporation (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

*****122.50 *****122.50
-05/01/97--01112--005

Walk in Pick up time 5-1-97 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED STATE
SECRETARY OF CORPORATIONS
97 MAY - 1 PM 3:16

NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Profit	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	NonProfit	<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Office
<input type="checkbox"/>	Do		
<input type="checkbox"/>	Out		

RECEIVED
97 MAY - 1 PM 3:06
DIVISION OF CORPORATION

This should be dated as effective May 1 - which is the date it was initially delivered and logged in by the Secretary of State.

EM
H&K

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1997

HOLLAND & KNIGHT
ELAINE MASKEVICH
TALLAHASSEE, FL

SUBJECT: CEDAR RESOURCES, INC.
Ref. Number: 666678

We have received your document for CEDAR RESOURCES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

A statement that shareholders of the subsidiary corporation who would be entitled to vote and who dissent from the merger pursuant to section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid fair value of their shares, must be contained in the document.

Number seven of the plan of merger is illegible.

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: 297A00023039

Law Offices

HOLLAND & KNIGHT

A Registered Limited Liability Partnership

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Atlanta	Orlando
Boca Raton	St. Petersburg
Fort Lauderdale	Tallahassee
Jacksonville	Tampa
Lakeland	Washington, D.C.
Miami	West Palm Beach

May 5, 1997

VIA HAND DELIVERY

Ms. Susan Payne
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

Re: Cedar Resources, Inc.
Reference Number: 666678

Dear Ms. Payne:

This letter is in response to the Florida Department of State's letter, dated May 2, 1997, regarding the filing of Articles of Merger of Cedar Resources, Inc., a Florida corporation ("Cedar Resources") and Britmar Corporation, a Delaware corporation ("Britmar"). As a result of the merger, Cedar Resources will be the surviving corporation.

As we discussed during our telephone conversation this morning, Section 9 of the Plan of Merger, incorporated by reference and attached as Exhibit A to the Articles of Merger, states that the stockholders of Britmar are entitled to appraisal rights under Section 262 of Delaware General Corporation Law, a copy of which is enclosed for your convenience. Section 262, similar to Florida's dissenter statute, section 607.1320, states that pursuant to the merger Britmar stockholders are entitled to an appraisal of their shares of Britmar stock and thereafter payment of the fair value of such shares, as determined by the appraisal.

I have also enclosed an additional complete copy of the Plan of Merger, including Section 7 which was illegible upon our initial filing. Pursuant to section

607.1104, Florida Statutes, Section 7 sets forth the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

It is my assumption that upon your receipt and review of this letter the Articles of Merger will be filed with an effective date of May 1, 1997. If this is incorrect or if you have any additional questions please call me at 813/227-8500.

Very truly yours,

HOLLAND & KNIGHT LLP

Elaine Maskeid

for Marni Morgan Poe

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -1 PM 3:46

**ARTICLES OF MERGER OF
CEDAR RESOURCES, INC.
AND
BRITMAR CORPORATION**

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA") and Section 251 of the General Corporation Law of the State of Delaware ("Delaware Corporation Law"), Cedar Resources, Inc., a Florida corporation ("Cedar Resources"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of Britmar Corporation, a Delaware corporation ("Britmar") into Cedar Resources, which will be the surviving corporation (the "Merger").

ARTICLE I

The Plan of Merger effecting the Merger of Britmar with and into Cedar Resources is attached hereto and made a part of these Articles of Merger as Exhibit "A".

ARTICLE II

The name of the surviving corporation is Cedar Resources, Inc.

ARTICLE III

The effective date of the Merger shall be upon the later of the filing of these Articles of Merger with the Secretary of State of Florida and the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware (the "Effective Date of the Merger").

ARTICLE IV

Immediately prior to the Effective Date of the Merger, Cedar Resources owned more than 90% of the outstanding shares of common stock of Britmar. Accordingly, pursuant to Section 607.1104 of the FBCA and Section 251 of the Delaware Corporation Law, shareholder approval was not required.

ARTICLE V

The Plan of Merger was adopted by the unanimous written consent of the Board of Directors of Cedar Resources on March 25, 1997.

IN WITNESS WHEREOF, the undersigned has executed this document to be effective as of the 1st day of May, 1997.

CEDAR RESOURCES, INC.,
a Florida corporation

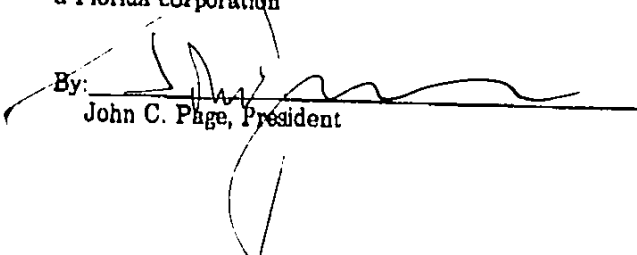
By: 
John C. Page, President

EXHIBIT A

PLAN OF MERGER

A. Cedar Resources, Inc., a Florida corporation ("Cedar"), has an aggregate authorized capital stock of 7,000 shares of common stock, par value \$1.00 per share (the "Cedar Stock"), of which, as of March 28, 1997, 2,000 shares were issued and outstanding.

B. Britmar Corporation, a Delaware corporation ("Britmar"), has an aggregate authorized capital stock of 1,500,000 shares of common stock, par value \$0.10 per share (the "Britmar Stock"), of which, as of March 28, 1997, approximately 713,853 shares were issued and outstanding, and of which 658,990, or approximately 91.5%, were owned beneficially and of record by Cedar.

C. The Board of Directors of Cedar believes that the best interests of Britmar and Cedar and their respective stockholders will be served by the merger (the "Merger") of Britmar with and into Cedar and the following Plan of Merger under and pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act shall govern the Merger:

1. Merger. Britmar shall be merged with and into Cedar (the "Merger").
2. Effective Date. The Merger shall become effective immediately upon the later of the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with the Delaware General Corporation Law and the filing of Articles of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act without any vote or other action on the part of the Board of Directors or Stockholders of Britmar. The time of such effectiveness is hereinafter called the "Effective Date."
3. Surviving Corporation. Cedar shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of Britmar shall cease.
4. Articles of Incorporation. The Articles of Incorporation of Cedar as it exists on the Effective Date shall be the Articles of Incorporation of Cedar following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.
5. Bylaws. The Bylaws of Cedar as they exist on the Effective Date shall be the Bylaws of Cedar following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.
6. Board of Directors and Officers. The members of the Board of Directors and the officers of Cedar immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of Cedar following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.
7. Conversion of Outstanding Britmar Stock. On the Effective Date, each issued and outstanding share of Britmar Stock shall cease to be outstanding, and each such share not owned by Cedar or held in the treasury of the Company shall represent, subject to appraisal rights under Section 262 of the Delaware General Corporation Law, a right to receive from Britmar \$6.00 in cash (without interest) upon surrender of the certificate representing such shares.
8. Rights and Liabilities of Britmar. At and after the Effective Date, and all in the manner of and as more fully set forth in the Florida Business Corporation Act and the Delaware General Corporation Law,

the title to all real estate and other property, or any interest therein, owned by each of Britmar and Cedar shall be vested in Cedar without reversion or impairment; Cedar shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of Britmar or Cedar without reversion or impairment; Cedar shall thenceforth be responsible and liable for all the liabilities and obligations of Britmar; any claim existing or action or proceeding pending by or against Britmar or Cedar may be continued as if the Merger did not occur or Cedar may be substituted for Britmar in the proceeding; neither the rights of creditors nor any liens upon the property of Britmar or Cedar shall be impaired by the Merger; and Cedar shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

9. Appraisal Rights. Notwithstanding the Merger, stockholders of Britmar Stock who (i) perfect their rights to appraisal of Britmar stock in strict accordance with the procedures set forth in Section 262 of the Delaware General Corporation Law and (ii) do not thereafter withdraw their demands for appraisal of such Britmar stock or otherwise lose their appraisal rights, shall represent the right to receive from Cedar such payment as the holders thereof may be entitled to receive as determined by the Delaware Court of Chancery in an appraisal proceeding.

10. Governing Law. This Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.