

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-242-8062 • Fax (850) 222-1222

686086

WAB Investment Group
Inc.

Info

Milton Truss Company

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DIVISION OF CORPORATION

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File Merger
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- ☒ Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- ☒ Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

WAB INVESTMENT GROUP, INC., a Florida corporation 437884

INTO

MILTON TRUSS COMPANY, a Florida corporation, 686086

File date: March 5, 1998

Corporate Specialist: Annette Hogan

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
WAB INVESTMENT GROUP, INC., A FLORIDA CORPORATION,
INTO
MILTON TRUSS COMPANY, A FLORIDA CORPORATION,

ARTICLES OF MERGER between WAB Investment Group, Inc., a Florida corporation ("WAB") and Milton Truss Company, a Florida Corporation ("Milton Truss").

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), WAB and Milton Truss adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of February 10, 1998 ("Plan of Merger"), between WAB and Milton Truss was approved and adopted by the shareholders and directors of WAB on February 10, 1998 and was approved and adopted by the shareholders and directors of Milton Truss on February 10, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of WAB's stock will be acquired by means of a merger of WAB into Milton Truss with Milton Truss the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the later of the filing of these Articles of Merger with the Secretary of State of Florida or February 28, 1998.

10th IN WITNESS WHEREOF, the parties have set their hands this day of February, 1998.

ATTEST:

Mary Frances Miller
Secretary

WAB INVESTMENT GROUP, INC.

By: Romona Miller
President

ATTEST:

MILTON TRUSS COMPANY

Mary Frances Miller
Secretary

By: J. L. Miller, Sr.
President

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing was executed before me this 10th day of February, 1998, by J. L. Miller, Sr., in his capacity of President of Milton Truss Company, who is personally known to me or provided _____ as identification and who did not take an oath.

Elizabeth J. Campbell
Notary Public
My Commission Number: CC 472477
My Commission Expires: June 14, 1999

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing was executed before me this 10th day of February, 1998, by Leon W. Miller, in his capacity of President of WAB Investment Group, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.

Elizabeth J. Campbell
Notary Public
My Commission Number: CC 472477
My Commission Expires: June 14, 1999

PLAN OF MERGER

Merger between Milton Truss Company, a Florida corporation, (the "Surviving Corporation") and WAB Investment Group, Inc., a Florida corporation, (the "Disappearing Corporation"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with Section 607.1104 et. seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of Surviving Corporation's stock in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall be cancelled and redeemed. The Surviving Corporation is a wholly owned subsidiary of the Disappearing Corporation.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corporation's stock will not be issued. Former holders of Disappearing Corporation stock who would be entitled to receive fractional shares of Surviving Corporation's stock on the Effective Date shall receive cash in the amount of \$1,000.00 for each share of Disappearing Corporation stock.

5. Effect of Merger. On the Effective Date, the separate

existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date".

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date

(whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.