



849604

ACCOUNT NO. : 072100000032

REFERENCE : 572724 4320461

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : October 21, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 572724-005

700002326947--8

CUSTOMER NO: 4320461

CUSTOMER: David Kettig, Esq
Geneve Corporation
96 Cummings Point Road
P.O. Box 10229
Stamford, CT 06902

ARTICLES OF MERGER

THE LOGAN GROUP, INC.

INTO

INDEPENDENCE LAND AND CAPITAL,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

W. Whittaker
10/28

FILED
97 OCT 22 PM 2:15
RECEIVED
97 OCT 22 AM 11:34
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

849604

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE LOGAN GROUP, INC., A Florida corporation, document number F70110

INTO

INDEPENDENCE LAND AND CAPITAL, INC., a Delaware corporation, 849604

File date: October 22, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1997

CSC
WARREN WHITTAKER
TALLAHASSEE, FL

SUBJECT: INDEPENDENCE LAND AND CAPITAL, INC.
Ref. Number: 849604

RESUBMIT

Please give original
submission date as file date.

We have received your document for INDEPENDENCE LAND AND CAPITAL, INC. 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:

ON PAGE 2 OF THE PLAN OF MERGER it is stated that a copy of the certificate of Incorporation of the surviving corporation is "ANNEXED HERETO". Since this statement exists, the copy must be attached. Either attach this document or delete this phrase.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 397A00051635

RECEIVED
97 OCT 28 AM 10:41
DIVISION OF CORPORATION

ARTICLES OF MERGER

OF

THE LOGAN GROUP, INC.

AND

INDEPENDENCE LAND AND CAPITAL, INC.

FILED
97 OCT 22 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging The Logan Group, Inc. ("Logan") with and into Independence Land and Capital, Inc. ("ILC") as approved by the Board of Directors of each of Logan and ILC on October 20, 1997.

2. The merger of Logan with and into ILC is permitted by the laws of the jurisdiction of organization of ILC and has been authorized in compliance with said laws.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 A.M. on October 21, 1997.

Executed on October 20, 1997

THE LOGAN GROUP, INC.

By: 

Teresa A. Herbert, Vice President

**INDEPENDENCE LAND AND CAPITAL,
INC.**

By: 

David T. Kettig, Vice President

PLAN AND AGREEMENT OF MERGER

OF

THE LOGAN GROUP, INC.

(a Florida corporation)

AND

INDEPENDENCE LAND AND CAPITAL, INC.

(a Delaware corporation)

Plan and Agreement of Merger entered into on October 20, 1997 by The Logan Group, Inc., a business corporation of the State of Florida ("Logan"), and approved by resolution adopted by its Board of Directors on said date, and entered into on October 20, 1997 by Independence Land and Capital, Inc., a business corporation of the State of Delaware ("ILC"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Logan is a business corporation of the State of Florida with its registered office therein located c/o Norton, Gurley & Hammersley, P.A., 1819 Main Street, Sarasota, Florida, County of Sarasota; and

WHEREAS, the total number of shares of stock which Logan has authority to issue is 5,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, ILC is a business corporation of the State of Delaware with its registered office therein located at Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805-11297, County of New Castle; and

WHEREAS, the total number of shares of stock which ILC has authority to issue is 1,000 all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, the Florida Business Corporation Act (the "Act") permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the Delaware General Corporation Law (the "GCL") permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Logan and ILC and their respective Boards of Directors deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Logan with and into ILC pursuant to the provisions of the Act and the GCL upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Logan and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by ILC and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

1. Logan and ILC shall, pursuant to the provisions of the Act and the GCL, be merged with and into a single corporation, to wit, ILC, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the GCL. The separate existence of Logan, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Act.

2. The Certificate of Incorporation of the surviving corporation (as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for) shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the GCL.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the GCL.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Act and upon behalf of the surviving corporation in accordance with the provisions of the GCL, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto as of the date first above written.

INDEPENDENCE LAND AND CAPITAL, INC.

By: 
David T. Kettig, Vice President

THE LOGAN GROUP, INC.

By: 
Teresa A. Herbert, Vice President