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F00000002538

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## MERGER OR SHARE EXCHANGE

NATIONAL OAK DSITRIBUTORS, INC.

Certificate of Status	1
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Page Count	05
Estimated Charge	\$87.50

Heper  
\$1005.22

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NATIONAL PBE, INC., a Florida corporation, document number P95000049188

INTO

**NATIONAL OAK DISTRIBUTORS, INC.**, a California entity, F00000002538

File date: May 19, 2000

Corporate Specialist: Karen Gibson

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## ARTICLES OF MERGER

of

NATIONAL PBE, INC., a Florida corporation,

with and into

NATIONAL OAK DISTRIBUTORS, INC., a California corporation

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00 MAY 19 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which NATIONAL PBE, INC., a Florida corporation ("National PBE"), shall be merged (the "Merger") with and into NATIONAL OAK DISTRIBUTORS, INC., a California corporation (the "Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
National PBE, Inc.	Florida
National Oak Distributors, Inc.	California

National Oak Distributors, Inc. is the Surviving Corporation.

2. Compliance with California Law. The laws of the State of California under which National Oak Distributors, Inc. is organized permit the merger herein contemplated and National Oak Distributors, Inc. is complying with those laws in effecting the merger.
3. Compliance with Florida Law. National PBE and National Oak Distributors, Inc., as the surviving corporation, are complying with the applicable provisions of FBCA Sections 607.1101 - 607.1104, and with FBCA Section 607.1105.
4. Covenants of Surviving Corporation. In accordance with FBCA Section 607.1107(2), the Surviving Corporation hereby appoints the Secretary of State, State of Florida, as its agent for service of process in a proceeding to enforce any obligation or the right of dissenting shareholders of National PBE, and agrees that it shall pay to any dissenting shareholders of National PBE the amount, if any, to which such dissenting shareholders may be entitled pursuant to FBCA Section 607.1302.

Vitaute M. Gulbis, Esq.  
Florida Bar No.:  
0731129  
Foley & Lardner  
100 N. Tampa St.  
Suite 2700  
Tampa, Florida 33601  
(813) 225-4109

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FROM,

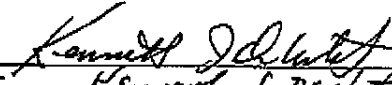
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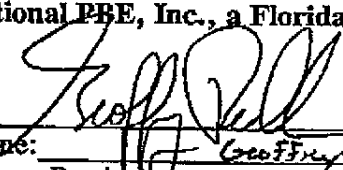
5. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Agreement. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of the Agreement.
6. Board of Directors Approval. The Agreement, dated as of March 16, 2000, by and among National PBE, Inc. and the Surviving Corporation, among others (the "Plan of Merger"), was approved and adopted, by the respective Boards of Directors of National PBE on May 5, 2000 and by the Surviving Corporation on May 5, 2000.
7. Shareholder Approval. The Agreement was approved and adopted by the stockholders of National PBE on May 5, 2000. The Agreement was approved and adopted by the shareholders of the Surviving Corporation on May 5, 2000.
8. Effective Date. The effective date of the Merger herein contemplated shall be the later of May 5, 2000 or date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 5th day of May, 2000.

National Oak Distributors, Inc., a  
California corporation

By:   
Name: Kenneth S. DeLoach  
Title: President

National PBE, Inc., a Florida corporation

By:   
Name: Geoffrey Puckham  
Title: President

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## **EXHIBIT A**

### **PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "Plan") is adopted and approved this 5<sup>th</sup> day of May, 2000 by:

- I. NATIONAL PBE, INC., a Florida corporation (the "Merged Corporation"); and
- II. NATIONAL OAK DISTRIBUTORS, INC., a California corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

### **BACKGROUND**

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1107 of the Florida Business Corporations Act and Sections 1103 and 1108 of the California Corporation Code, all in accordance with the terms and conditions hereinafter set forth (which implement the terms and provisions of that certain Agreement and Plan of Merger, dated March 16, 2000, entered in among the Constituent Corporations and certain Shareholders of the Constituent Corporations, of which this Plan is a part).

### **PLAN**

1. Merger.

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the later of May 5, 2000 or the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida and in the offices of the Secretary of State, State of California.

2. Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of National Oak Distributors, Inc. shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

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3. Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Kenneth James De Witt	Geoffrey Peckham
Daniel L. De Witt	Robert Smithwick, Jr.
Kenneth Beukema	Russell T. Alba

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Co-Chairman of the Board - Kenneth James De Witt  
Co-Chairman of the Board - Daniel L. De Witt  
President and Chief Executive Officer - Geoffrey Peckham  
Secretary and Chief Financial Officer - Zachary Tapp  
Vice President - Operations - John Sheppard  
Vice President - Sales & Marketing - Gregg Schneider

Such persons shall serve until their respective successors are duly appointed and qualified.

4. Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the

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Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

5. Conversion of Capital Stock of Merged Corporation.

Each of the shares of common stock of the Merged Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 0.769800652 shares of the no par value common stock of the Surviving Corporation.

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