

F0300000001682

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/4/03
merger
sf

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTO GLASS OF CENTRAL FLORIDA, INC., a Florida corp., P960000.86253

into

AUTO GLASS OF CENTRAL FLORIDA, INC., a Louisiana entity
F03000001682

File date: April 3, 2003

Corporate Specialist: Susan Payne

RISSMAN, WEISBERG, BARRETT, HURT,
DONAHUE & McLAIN, P. A.

ATTORNEYS AT LAW

STEVEN A. RISSMAN
RICHARD H. WEISBERG
ROBERT C. BARRETT
JENNINGS L. HURT III
ROBERT A. DONAHUE
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RICHARD S. WOMBLE
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HENRY W. JEWETT II
MARY GANNON-MCMURRY
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DONALD J. MASTEN

OF COUNSEL
ROBERT J. JACK
DAVID H. POPPER

EXECUTIVE DIRECTOR
W. SCOTT PETERSON

R. CLIFTON ACORD II
KARLA M. AHRENS
ROBERT D. BARTELS

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DANIEL T. JAFFE
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MICHAEL J. POCHÉ
AMANDA H. REHER
JUAN A. RUIZ
NICOLE D. RUOCCO
P. CHRIS SCHROEDER
ROY J. SMITH IV
KIMBERLY D. THRESHER
F. PAUL TIPTON
KAREN M. WALKER
DAVID T. WHITE III
LESLIE S. WHITE
PAUL N. WHITE-DAVIS

WWW.RISSMAN.COM

PLEASE REPLY TO: ORLANDO

March 14, 2003

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Auto Glass of Central Florida, Inc.
General Consultation Matters
Our File No.: 7231-700392

To Whom It May Concern:

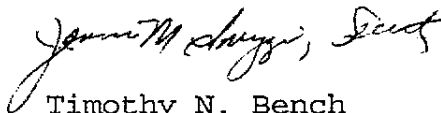
Enclosed for filing please find Florida Articles of Merger for the merger of Auto Glass of Central Florida, Inc., a Florida profit corporation, and Auto Glass, Inc., a Louisiana profit corporation. Note that the surviving corporation, Auto Glass, Inc., is a Louisiana corporation.

Also enclosed please find a check in the amount of \$70.00 made payable to the Florida Department of State, consisting of a \$35.00 filing fee for each of the two merging corporations.

Division of Corporations
March 14, 2003
Page 2

Thank you for your assistance with this matter. If you require any further information, please do not hesitate to contact my office at the telephone number or address above.

Very truly yours,



Timothy N. Bench

**SIGNED IN THE ABSENC:
THE WRITER TO PREVENT
DELAY IN MAILING**

TNB/jmt

Enclosures

cc.: Mr. Thomas Cambre, Auto Glass, w/encs:

RISSMAN, WEISBERG, BARRETT, HURT,
DONAHUE & McLAIN, P. A.
ATTORNEYS AT LAW

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PAUL N. WHITE-DAVIS

April 2, 2003

VIA FEDERAL EXPRESS

PERSONAL & CONFIDENTIAL

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

ATTENTION: MS. SUE PAYNE

RE: Auto Glass of Central Florida, Inc.
General Consultation Matters
Our File No.: 7231-700392

Dear Ms. Payne:

Enclosed, as we discussed during our telephone conversation of Friday, March 28, 2003, please find a fully executed resolution of Board of Directors for filing in connection with the Articles of Merger previously provided merging Auto Glass of Central Florida, Inc., a Florida


Division of Corporations
Attention: Ms. Sue Payne
April 2, 2003
Page 2

corporation, into the surviving Louisiana corporation, Auto Glass, Inc.

As we discussed, please file the enclosure in such a way as to allow the information regarding the corporate merger to reflect the surviving entity as authorized to do business in the State of Florida.

Thank you for your courtesy and assistance with this matter. Please do not hesitate to call me if you have any questions or feel the need to discuss this matter further. In the meantime, I remain

Very truly yours,


for Timothy N. Bench

TNB/jmt
Enclosure

cc.: Mr. Thomas Cambre, Auto Glass, w/enc.

ARTICLES OF MERGER

607.11051

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. AUTO GLASS OF CENTRAL FLORIDA, INC.

FLORIDA

FL PROFIT CORP.

1831 TALLOKAS AVENUE

ORLANDO, FL 32805

Florida Document/Registration Number: P96000086253

FEI Number: 621658100

2. AUTO GLASS, INC.

LOUISIANA

LA PROFIT CORP.

712 L&A ROAD

METAIRIE, LA 70001

Florida Document/Registration Number: F03000001682

FEI Number: 020656706

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AUTO GLASS, INC. 712 L&A ROAD METAIRIE, LA 70001	LOUISIANA	LA PROFIT CORP.

Florida Document/Registration Number: 35332579D FEI Number: 020656706

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated January 1, 2003 and between AUTO GLASS OF CENTRAL FLORIDA, INC., a Florida Corporation (hereinafter called the "Florida corporation") and AUTO GLASS, INC., a Louisiana Corporation (hereinafter called the "Louisiana corporation").

WHEREAS, the Board of Directors of the Florida corporation and the Louisiana corporation have resolved that the Florida corporation be merged pursuant to the Business Corporation Law of the State of Louisiana and the Business Corporation Law of the State of Florida into a single Corporation existing under the laws of the State of Louisiana, to-wit, AUTO GLASS, INC., which shall be the surviving Corporation (such Corporation in its capacity as such surviving Corporation being sometimes referred to herein as the "Surviving Corporation").

WHEREAS, the authorized capital stock of the Florida Corporation consists of 10,000 shares of common stock with no par value (hereinafter called "the Florida Corporation Common Stock"), of which 83.4 shares are issued and outstanding;

WHEREAS, the authorized capital stock of the Louisiana Corporation consists of 10,000 shares of common stock with no par value (hereinafter called "the Louisiana Corporation Common Stock"), of which 100 shares are issued and outstanding; and

WHEREAS, the respective Board of Directors of the Florida Corporation and the Louisiana Corporation have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Law of the State of Louisiana and the Business Corporation Law of the State of Florida that the Florida Corporation shall be, at the effective date (as hereinafter defined), merged (hereinafter called "Merger") into a single Corporation existing under the laws of the State of Louisiana, to-wit, AUTO GLASS, INC., which shall be the surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 The Florida Corporation's Stockholders' Meeting. The Florida Corporation shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Florida at the earliest practical date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 The Louisiana Corporation's Stockholders' Meeting. The Louisiana

Corporation shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Louisiana at the earliest practical date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of the Florida Corporation in accordance with the Business Corporation Law of the State of Florida (b) this Agreement is adopted by the stockholders of the Louisiana Corporation in accordance with the Business Corporation Law of the State of Louisiana; and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Business Corporation Law of the State of Louisiana and the Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of Florida. Such filing shall be made on the same day. The Merger shall become effective on the calendar day following the day of such filing in Louisiana, which date is herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of the Florida Corporation shall cease, and the Florida Corporation shall be merged into the Louisiana Corporation, which as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Florida Corporation; and all and singular, the rights, privileges, powers, and franchises of the Florida Corporation and all property, real, personal, and mixed, and all debts due to the Florida Corporation on whatever account, as well as stock subscriptions and all other things in action or belonging to the Florida Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the Florida Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Louisiana or Florida or any other jurisdiction, in the Florida Corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Florida Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Florida Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Florida Corporation or the corresponding officers of the Surviving Corporation, may in the name of the Florida Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may be necessary or desirable to vest, perfect or confirm in the Surviving Corporation title to and possession of all the Florida Corporation's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be AUTO GLASS, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of the Louisiana

Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of the Louisiana Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of the Florida Corporation and the nature and amount of securities of the Louisiana Corporation which the holders of shares of the Florida Corporation Common Stock are to receive in exchange for such shares are as follows:

3.1 The Florida Corporation Common Stock. Every six shares of the Florida Corporation's Common Stock which shall be issued and outstanding immediately before the effective date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of the Louisiana Corporation's Common Stock, and outstanding certificates representing shares of the Florida Corporation's Common Stock shall thereafter represent shares of the Louisiana Corporation's Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 The Louisiana Corporation's Common Stock. All issued and outstanding shares of the Louisiana Corporation's Common Stock held immediately before the Merger shall, by virtue of the Merger and at the effective date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous.

4.1 This Agreement and Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of the Florida Corporation, if the Board of Directors of the Florida Corporation or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

4.3 The date of the incorporation for the Florida Corporation was October 18, 1996, it being qualified to do business in the State of Florida only. The date of incorporation for the Louisiana Corporation was July 2, 2002, it being able to do business in the State of Louisiana only.

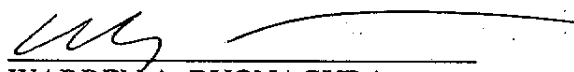
4.4 It is agreed by the parties hereto that the surviving corporation, the Louisiana Corporation, may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amendable to suit in the State of Florida, and for the enforcement of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving Louisiana Corporation. Proper service in the State of Florida shall be through the Secretary of State for the State of Florida.

4.5 The parties agree that the surviving corporation, the Louisiana Corporation, will promptly pay to the shareholders of each constituent corporation, the Florida Corporation, the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Law relating to the right of shareholders to receive payment for their shares.

4.6 The surviving corporation, the Louisiana Corporation, hereby designates the Secretary of State for the State of Florida as its agent upon whom process against it may be served in the manner set forth in the Florida Business Corporation Law and any action or special proceeding and the Secretary of State for the State of Florida shall mail a copy of any process against it served upon him to 9115 Pointe Cypress Drive, Orlando, Florida 32836, which address shall supercede any prior addresses designated as the address to which service shall be mailed.

IN WITNESS WHEREOF, this Agreement has been executed by the Florida Corporation and the Louisiana Corporation all of the 1st day of January, 2003, with the effective date being the 1st day of January, 2003.

ATTEST:



WARREN A. BUONAGURA
Secretary

AUTO GLASS OF CENTRAL FLORIDA,
INC.

A Florida Corporation


THOMAS E. CAMBRE, President

ATTEST:


WARREN A. BUONAGURA
Secretary

AUTO GLASS, INC.

A Louisiana Corporation



THOMAS E. CAMBRE, President

ACKNOWLEDGEMENT

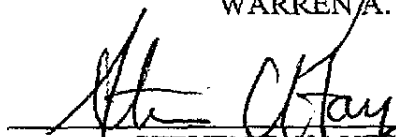
**STATE OF LOUISIANA
PARISH OF JEFFERSON**

On this 1ST day of January, 2003, before me, personally came and appeared THOMAS E.

CAMBRE, President, and WARREN A. BUONAGURA, Secretary of AUTO GLASS OF CENTRAL FLORIDA, INC. (the "Florida Corporation"), the corporation described in and which executed the foregoing instrument as their free act and deed, and they signed their names hereto by order of the Board of Directors of said corporation


THOMAS E. CAMBRE, President


WARREN A. BUONAGURA, Secretary



STEVEN E. HAYES
Notary Public

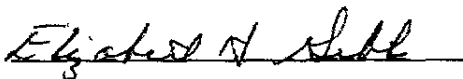
WITNESS:

AUTO GLASS OF CENTRAL FLORIDA, INC.
A Florida Corporation



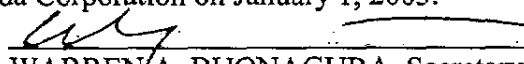
BY:


THOMAS E. CAMBRE, President



CERTIFICATE

The undersigned, Secretary of AUTO GLASS OF CENTRAL FLORIDA, INC., (The "Florida Corporation"), hereby certifies that the above Agreement of Merger and Reorganization was adopted by all of the Board of Directors of the Florida Corporation on January 1, 2003.


WARREN A. BUONAGURA, Secretary


ACKNOWLEDGMENT

**STATE OF LOUISIANA
PARISH OF JEFFERSON**

On this 1st day of January, 2003, before me, personally came and appeared THOMAS E. CAMBRE, President and WARREN A. BUONAGURA, Secretary of AUTO GLASS, INC. (the "Louisiana Corporation"), the corporation described in and which executed the foregoing instrument as their free act and deed, and they signed their names hereto by order of the Board of Directors of said corporation

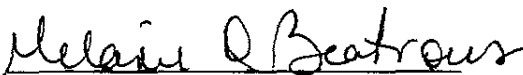

THOMAS E. CAMBRE, President



WARREN A. BUONAGURA, Secretary

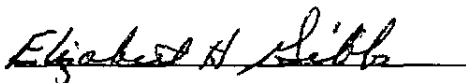

STEVEN E. HAYES
Notary Public

WITNESS:

AUTO GLASS, INC.
A Louisiana Corporation



BY: 
THOMAS E. CAMBRE, President



CERTIFICATE

The undersigned, Secretary of AUTO GLASS, INC., (The "Louisiana Corporation"), hereby certifies that the above Agreement of Merger and Reorganization was adopted by all of the Board of Directors of the Louisiana Corporation on January 1, 2003.


WARREN A. BUONAGURA Secretary

UNANIMOUS CONSENT

OF

BOARD OF DIRECTORS

The undersigned being all of the directors of AUTO GLASS, INC. a Louisiana business corporation (the "Louisiana Corporation") hereby consents to the adoption of the following resolutions as those such had been duly acted upon at a meeting of the Board of Directors held on January 1, 2003:

RESOLVED, that the Board of Directors of the Corporation hereby determines that the merger of this Corporation with AUTO GLASS OF CENTRAL FLORIDA, INC. a Florida business Corporation (the "Florida Corporation") upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interest of this Louisiana Corporation;

FURTHER RESOLVED, that the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into between this Louisiana Corporation and the Florida Corporation presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, that the Chairman of the Board, President, or any Vice President and Secretary or an assistant Secretary of this Louisiana Corporation are authorized and directed in the name and on behalf of this Louisiana Corporation to execute the Merger and Plan of Merger and Reorganization in the form or substantially in the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

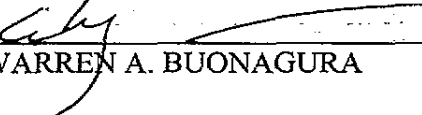
FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Louisiana Corporation and by the stockholders of the Florida Corporation, that the proper officers of this Louisiana Corporation be and hereby are authorized and directed to file a Certificate of Merger in the State of Louisiana, Articles of Merger in the State of Florida and such other certificates or documents as are necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, that the proper officers of this Louisiana Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, that this Unanimous Consent be filed in this Louisiana Corporation's minute books.



THOMAS E. CAMBRE



WARREN A. BUONAGURA

UNANIMOUS CONSENT

OF

SHAREHOLDERS

OF

AUTO GLASS, INC.


The undersigned, being the sole shareholders of AUTO GLASS, INC., A Louisiana Corporation, hereby consents to the adoption of the following resolutions as those such were adopted at a duly noticed special meeting of the Shareholder son January 1, 2003.

RESOLVED, that this Louisiana Corporation merge with AUTO GLASS OF CENTRAL FLORIDA, INC., A Florida Business Corporation, pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes.

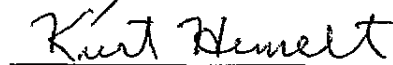
FURTHER RESOLVED, that the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.



THOMAS E. CAMBRE
Shareholder



WARREN A. BUONAGURA
Shareholder



KURT HEMELT
Shareholder



MARIE LANDRY
Shareholder



DARLENE LANDRY

Shareholder



RICHARD L. TATUM, JR.

Shareholder



SUSAN N. CHALMERS

Shareholder

UNANIMOUS CONSENT
OF
BOARD OF DIRECTORS

The undersigned being all of the directors of AUTO GLASS OF CENTRAL FLORIDA, INC., a Florida business corporation (the "Florida Corporation") hereby consents to the adoption of the following resolutions as those such had been duly acted upon at a meeting of the Board of Directors held on January 1, 2003:

RESOLVED, that the Board of Directors of the Corporation hereby determines that the merger of this Corporation with AUTO GLASS OF CENTRAL FLORIDA, INC. a Florida business Corporation (the "Florida Corporation") upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interest of this Florida Corporation;

FURTHER RESOLVED, that the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into between this Florida Corporation and the Florida Corporation presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, that the Chairman of the Board, President, or any Vice President and Secretary or an assistant Secretary of this Florida Corporation are authorized and directed in the name and on behalf of this Florida Corporation to execute the Merger and Plan of Merger and Reorganization in the form or substantially in the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Florida Corporation and by the stockholders of the Louisiana Corporation, that the proper officers of this Florida Corporation be and hereby are authorized and directed to file a Certificate of Merger in the State of Florida, Articles of Merger in the State of Florida and such other certificates or documents as are necessary or desirable to effectuate the Merger; and

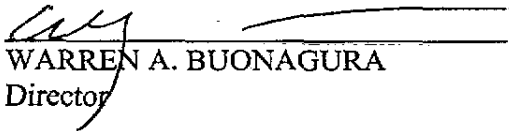
FURTHER RESOLVED, that the proper officers of this Florida Corporation be,

and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, that this Unanimous Consent be filed in this Florida Corporation's minute books.



THOMAS E. CAMBRE
Director



WARREN A. BUONAGURA
Director

UNANIMOUS CONSENT
OF
SHAREHOLDERS
OF
AUTO GLASS OF CENTRAL FLORIDA, INC.

The undersigned, being the sole shareholder of AUTO GLASS OF CENTRAL FLORIDA, INC., A Florida Corporation, hereby consents to the adoption of the following resolutions as those such were adopted at a duly noticed special meeting of the Shareholder on January 1, 2003.

RESOLVED, that this Florida Corporation merge with AUTO GLASS OF CENTRAL FLORIDA, INC., A Louisiana Business Corporation, pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes.

FURTHER RESOLVED, that the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.



THOMAS E. CAMBRE
Shareholder



WARREN A. BUONAGURA
Shareholder



RICHARD L. TATUM, JR.
Shareholder



SUSAN N. CHALMERS
Shareholder