

F08384



ACCOUNT NO. : 072100000032

REFERENCE : 080448 11554A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 28 PM 4:00

FILED

ORDER DATE : December 28, 1998

ORDER TIME : 2:58 PM

ORDER NO. : 080448-005

CUSTOMER NO: 11554A

CUSTOMER: Ms. Rose Marie Preddy
Anderson & Stevens, P.a.
2640 Riverplace Tower
1301 Riverplace Boulevard
Jacksonville, FL 32207

700002724057--4

ARTICLES OF MERGER

EFFECTIVE DATE

12-30-98

LINCO HOLDINGS A/S, INC.

INTO

LINCO HOLDINGS OF FLORIDA,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

me 1/5

2470

5/01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

CSC
JEANINE REYNOLDS
TALLAHASSEE, FL

SUBJECT: LINCO HOLDINGS OF FLORIDA, INC.
Ref. Number: 700002724057

RESUBMIT

Please give original
submission date as file date.

RESUBMIT

Please give original
submission date as file date.

We have received your document for LINCO HOLDINGS OF FLORIDA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00060753

Teresa, per our conversation on 12/30/98. We are awaiting the amendment to be filed, received in mail room 12/17/98, before the merger can be filed. Both the amendment and merger should retain the date of receipt of the filing. I have relayed all of this information to the clnt. Thank you for your great service.

Cindy Harris
CSC - Service Rep

RECEIVED
98 DEC 31 AM 9 56

ARTICLES OF MERGER
Merger Sheet

MERGING:

LINCO HOLDINGS A/S, INC., a Florida corporation, J64889

INTO

LINCO HOLDINGS OF FLORIDA, INC., a Florida corporation, F08384

File date: December 28, 1998, effective December 30, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER OF
LINCO HOLDINGS A/S, INC.
(formerly ANIMAL SERVICES OF FLORIDA, INC.)
A FLORIDA CORPORATION,
WITH AND INTO
LINCO HOLDINGS OF FLORIDA, INC.,
(formerly POULTRY HEALTH SERVICE OF FLORIDA, INC.)
A FLORIDA CORPORATION, ITS PARENT CORPORATION**

FILED
98 DEC 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-30-98

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned Florida corporation adopts the following Articles of Merger for the purpose of merging LINCO HOLDINGS A/S, INC. (formerly Animal Services of Florida, Inc.), a wholly-owned subsidiary, into LINCO HOLDINGS OF FLORIDA, INC. (formerly Poultry Health Service of Florida, Inc.), the parent and surviving corporation.

1. The following Plan of Merger was unanimously approved by all the shareholders of LINCO HOLDINGS A/S, INC. and LINCO HOLDINGS OF FLORIDA, INC., in the manner prescribed by the Florida Business Corporation Act dated December 24, 1998.

2. The names of the corporations which are parties to the within merger are:

LINCO HOLDINGS A/S, INC.
(formerly Animal Services of Florida, Inc.)

LINCO HOLDINGS OF FLORIDA, INC.
(formerly Poultry Health Service of Florida, Inc.)

LINCO HOLDINGS OF FLORIDA, INC. is the surviving corporation.

3. The only class of shares for both corporations is common capital stock \$1.00 par value. There are 5,000 outstanding shares of LINCO HOLDINGS A/S, INC., the subsidiary corporation, and 5,000 of shares are owned by LINCO HOLDINGS OF FLORIDA, INC., the surviving corporation.

4. A copy of the Plan and Agreement of Merger set forth in Article I was hand delivered on December 24, 1998, to each shareholder of the subsidiary corporation of record on December, 23, 1998.

Dated: December 24, 1998.

LINCO HOLDINGS OF FLORIDA, INC.
(formerly Poultry Health Service of Florida, Inc.), a Florida corporation

By: *John H. Lindsey*
John H. Lindsey
Its President

LINCO HOLDINGS A/S, INC.
(formerly Animal Services of Florida, Inc.), a Florida corporation

By: *John H. Lindsey*
John H. Lindsey
Its President

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, a Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared **John H. Lindsey**, as President of LINCO HOLDINGS A/S, INC. (formerly Animal Services of Florida, Inc.) and as President of LINCO HOLDINGS OF FLORIDA, INC. (Formerly Poultry Health Service of Florida, Inc.), known to me or who produced _____ as identification, and he acknowledged to me that he executed the foregoing instrument in his capacity as an officer of said corporations for the purposes therein expressed.

WITNESS my hand and official seal, at Jacksonville, said County and State, this 24th day of December, 1998.

Janet R. Tinsley
Notary Public, State of Florida at Large
Commission No.: **JANET R. TINSLEY**
Commission Expires: **NOTARY PUBLIC, STATE OF FLORIDA**
My Commission Expires June 16, 2000
Comm. No. CC 561627

PLAN AND AGREEMENT OF MERGER

Plan and Agreement of Merger dated December 24, 1998, between LINCO HOLDINGS OF FLORIDA, INC. (formerly Poultry Health Service of Florida, Inc.), a Florida corporation, referred to as the surviving corporation, and LINCO HOLDINGS A/S, INC. (formerly Animal Services of Florida, Inc.), a Florida corporation, a wholly-owned subsidiary of the surviving corporation, referred to as the absorbed corporation.

STIPULATIONS

A. LINCO HOLDINGS OF FLORIDA, INC. (formerly Poultry Health Service of Florida, Inc.) is a corporation organized and existing under the laws of the State of Florida, with its principal office at Post Office Box 56499, Jacksonville, Florida 32241-6499, and is qualified to transact business as a foreign corporation in the State of Georgia.

B. LINCO HOLDINGS OF FLORIDA, INC. (formerly Poultry Health Service of Florida, Inc.) has a capitalization of 25,000 authorized shares of \$1.00 par value common stock, of which 10,000 shares are issued and outstanding. Such shares and par value shall remain the same after the merger.

C. LINCO HOLDINGS A/S, INC. (formerly Animal Services of Florida, Inc.) is a corporation organized and existing under the laws of the State of Florida with its principal office at Post Office Box 56499, Jacksonville, Florida 32241-6499, and is qualified to do a business as a foreign corporation in the State of Georgia.

D. LINCO HOLDINGS A/S, INC. has a capitalization of 5,000 authorized shares of \$1.00 par value common stock of which 5,000 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that LINCO HOLDINGS A/S, INC. be merged into LINCO HOLDINGS OF FLORIDA, INC. pursuant to the provisions of Sections 607.1104 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a complete liquidation of a subsidiary within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

SECTION ONE: Merger.

LINCO HOLDINGS A/S, INC. (formerly Animal Services of Florida, Inc.) shall merge with and into LINCO HOLDINGS OF FLORIDA, INC. (formerly Poultry Health Service of Florida, Inc.), which shall be the surviving corporation.

SECTION TWO: Terms and Conditions.

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE: Conversion of Outstanding Securities on Merger.

The manner and basis of converting the outstanding common stock of LINCO HOLDINGS A/S, INC. and the common stock of LINCO HOLDINGS OF FLORIDA, INC., into stock of the surviving corporation upon the effective date of the merger shall be as follows:

(a) Each outstanding share of the common capital stock of LINCO HOLDINGS OF FLORIDA, INC. shall remain outstanding, without change.

(b) Each outstanding share of the common capital stock of LINCO HOLDINGS A/S, INC. shall be surrendered and canceled as a part of the merger transaction, and no new shares issued in exchange therefor.

SECTION FOUR: Exchange of Certificates.

The outstanding certificates of common stock of LINCO HOLDINGS A/S, INC. shall be surrendered by the sole shareholder as part of the merger transaction. The certificates of LINCO HOLDINGS OF FLORIDA, INC. common stock shall remain outstanding, and no new LINCO HOLDINGS OF FLORIDA, INC. stock issued in exchange for the LINCO HOLDINGS A/S, INC. stock surrendered.

SECTION FIVE: Changes in Articles of Incorporation.

The articles of incorporation of the surviving corporation, LINCO HOLDINGS OF FLORIDA, INC., shall continue to be its articles of incorporation following the effective date of the merger.

SECTION SIX: Changes in Bylaws.

The bylaws of the surviving corporation, LINCO HOLDINGS OF FLORIDA, INC., shall continue to be its bylaws following the effective date of the merger.

SECTION SEVEN: Directors and Officers.

The directors and officers of the surviving corporation, LINCO HOLDINGS OF FLORIDA, INC., on the effective date of the merger, shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION EIGHT: Prohibited Transactions.

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION NINE: Dissenter's Rights.

The shareholder of LINCO HOLDINGS A/S, INC. who dissents from the merger, may be entitled, if it complies with the provisions of the Florida Business Corporations Act, under Section 607.1320, to be paid the fair value of its shares.

SECTION TEN: Approval by Shareholders.

This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida on December 24, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION ELEVEN: Effective Date of Merger.

The effective date of this merger shall be December 30, 1998, or when articles of merger are filed with the Florida Department of State.

SECTION TWELVE: Abandonment of Merger.

This Plan and Agreement of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

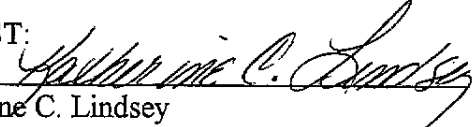
- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 1998; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

SECTION THIRTEEN: Execution of Agreement.

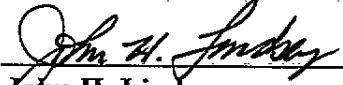
This Plan and Agreement of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.


ATTEST:


Katherine C. Lindsey
Assistant Secretary

LINCO HOLDINGS OF FLORIDA, INC.
(formerly Poultry Health Service of Florida, Inc.)

By: 
John H. Lindsey (SEAL)
Its President

ATTEST:


Katherine C. Lindsey
Assistant Secretary


LINCO HOLDINGS A/S, INC.
(formerly Animal Services of Florida, Inc.)

By: 
John H. Lindsey (SEAL)
Its President

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, a Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared **John H. Lindsey**, as President of **LINCO HOLDINGS A/S, INC.** and as President of **LINCO HOLDINGS OF FLORIDA, INC.**, known to me or who produced _____ as identification, and he acknowledged to me that he executed the foregoing instrument in his capacity as an officer of said corporations for the purposes therein expressed.

WITNESS my hand and official seal, at Jacksonville, said County and State, this 24th day of December, 1998.



Notary Public, State of Florida at Large
Commission No.:
Commission Expires: JANET R. TINSLEY
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires June 16, 2000
Comm. No. CC 561627