

CORP
103-N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

F59924

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12-29-99

800003082998--2
-12/29/99--01053--021
*****78.75 *****78.75

REF. #: 0195. 9735

CORP. NAME: The Ensign Company

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

EFFECTIVE DATE
12/31/99

STATE FEES PREPAID WITH CHECK# 007598 **FOR \$** 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

Menger

V. SHEPARD DEC 30 1999

FILED
99 DEC 29 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 DEC 29 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENSIGN PROPERTY GROUP, INC., a Florida corporation, S57055

INTO

THE ENSIGN COMPANY, a Florida entity, F59924

File date: December 29, 1999, effective December 31, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER OF
ENSIGN PROPERTY GROUP, INC., A FLORIDA CORPORATION,
WITH AND INTO
THE ENSIGN COMPANY, A FLORIDA CORPORATION**

FILED
99 DEC 29 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

EFFECTIVE DATE
12/31/99

The Plan of Merger of Ensign Property Group, Inc., a Florida corporation, with and into The Ensign Company, a Florida corporation, with The Ensign Company being the surviving corporation, is set forth below:

**PLAN OF MERGER OF
ENSIGN PROPERTY GROUP, INC.
WITH AND INTO
THE ENSIGN COMPANY**

1. Ensign Property Group, Inc., a Florida corporation ("Ensign Property Group"), shall merge with and into The Ensign Company, a Florida corporation ("Ensign Company"), with Ensign Company as the surviving corporation.

2. Upon the consummation of the merger of Ensign Property Group with and into Ensign Company, the separate existence of Ensign Property Group shall cease. Ensign Company, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Ensign Company shall not be affected by the merger and upon the merger, Ensign Company, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Ensign Property Group prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Ensign Property Group shall be preserved and

remain unimpaired by the merger, all liens upon the properties of Ensign Property Group shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Ensign Property Group shall henceforth attach to Ensign Company and may be enforced against Ensign Company to the same extent as if such obligations and duties has been incurred by Ensign Company. Additionally, any existing claim or action or proceeding pending by or against Ensign Property Group or Ensign Company may be continued as if the merger did not occur or Ensign Company may be substituted in such proceedings for Ensign Property Group.

3. The manner and basis of converting the shares of Ensign Property Group and Ensign Company into shares of Ensign Company are as follows:

(a) At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of Ensign Company issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

(b) At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of Ensign Property Group issued and outstanding shall be cancelled.

4. The Articles of Incorporation of Ensign Company in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Ensign Company.

5. The effective date of the merger shall be as of the 31st day of December, 1999.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the Board of Directors of each corporation by resolutions adopted by written consents dated the 23rd day of December, 1999.

ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the 31st day of December, 1999.

DATED this 23rd day of December, 1999.

ENSIGN PROPERTY GROUP, INC.

By: _____

Anthony J. Bruno, President

THE ENSIGN COMPANY

By: _____

Anthony J. Bruno, President

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