

F62651

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Torsouth Corporation (Corporation Name) merger (Document #)
2. + (Corporation Name) name (Document #)
3. K.E. Taylor + Associates Inc (Corporation Name) Change (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☒ Walk in ☐ Pick up time _____
☐ Mail out ☐ Will wait ☐ Photocopy

- ☒ Certified Copy ☐ Certificate of State

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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DR

ARTICLES OF MERGER
Merger Sheet

MERGING:

TORSOUTH CORPORATION, a Florida corporation 618039

INTO

K.E. TAYLOR & ASSOCIATES, INC. which changed its name to

TORSOUTH CORPORATION, a Florida entity, F62651

File date: November 12, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF
TORSOUTH CORPORATION
INTO
K. E. TAYLOR & ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Section 607.1109, Florida Statutes.

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

Name: Torsouth Corporation
Address: 101 Pope Avenue
Hilton Head, SC 29938
Entity Type: a Florida corporation
FL Document No.: 618039
FEIN: 98-0045067

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

Name: K. E. Taylor & Associates, Inc.
Address: 101 Pope Avenue
Hilton Head, SC 29938
Entity Type: a Florida corporation
FL Document No.: F62651
FEIN: 98-0052171

THIRD: The Articles of Incorporation of the surviving corporation shall be amended upon merger as follows: Article One of the Articles of Incorporation of the surviving corporation, K. E. Taylor & Associates, Inc., is deleted in its entirety and the following substituted therefor:

"The name of this corporation is Torsouth Corporation."

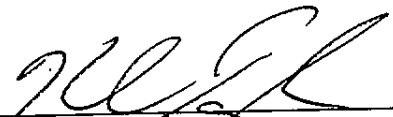
FOURTH: The attached Plan of Merger meets the requirements of Section 607.1103, Florida Statutes, and was approved by each domestic corporation that is a party to the merger, in accordance with Chapter 607, Florida Statutes.

FIFTH: The effective date of the merger shall be the date of filing of these Articles of Merger.


SIXTH: The Plan of Merger was duly adopted by the shareholder and Board of Directors of Torsouth Corporation on November 1, 1999. The Plan of Merger was duly adopted by the shareholder and Board of Directors of K. E. Taylor Associates, Inc., Inc. on November 1, 1999.

SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

TORSOUTH CORPORATION, a Florida corporation

By: 
Kenneth E. Taylor, President

K. E. TAYLOR & ASSOCIATION, INC., a Florida corporation

By: 
Kenneth E. Taylor, President

**PLAN OF MERGER
OF
TORSOUTH CORPORATION
INTO
K. E. TAYLOR & ASSOCIATES, INC.**

The Plan of Merger is as follows:

1. Merger. The name of each corporation to be merged is K. E. Taylor & Associates, Inc., a Florida corporation ("Taylor"), and Torsouth Corporation, a Florida corporation ("Torsouth"). Taylor will be the surviving corporation whose name will be changed upon merger to "Torsouth Corporation." Torsouth is a wholly-owned subsidiary of Taylor.

2. Cancellation.

a. Cancellation of the Shares of Capital Stock of Torsouth. At the time the Merger is effective (the "Effective Time"), each issued and outstanding share of the common stock of Torsouth, par value \$.10 per share ("Torsouth Common Stock"), shall be canceled and extinguished and no other consideration shall be delivered in exchange therefor. The sole shareholder of Torsouth is Taylor.

b. Capital Stock of Taylor. At the Effective Time, each issued and outstanding share of capital stock of Taylor shall continue to be issued and outstanding, unaffected by the Merger, and each stock certificate of Taylor evidencing ownership of any such shares shall continue to evidence ownership of such shares of capital stock of Taylor.

3. Termination. This Plan of Merger may be terminated, and the Merger abandoned, at any time on or before the Effective Time by agreement of the Board of Directors of the undersigned corporations.

4. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

5. Articles of Incorporation and Bylaws. At the Effective Time, the Articles of Incorporation of Taylor shall be the Articles of Incorporation of the surviving corporation, amended to reflect the name change of Taylor. The bylaws of Taylor from and after the Effective Time shall be the bylaws of the surviving corporation as in effect immediately prior to the Effective Time.

6. Effective Time. The Effective Time of the Merger shall be the date of filing of the Articles of Merger with the Florida Department of State.

**ACTION BY THE SOLE SHAREHOLDER AND
BOARD OF DIRECTORS OF
K. E. TAYLOR & ASSOCIATES, INC.**

The undersigned, being the sole shareholder and constituting the entire Board of Directors of K. E. TAYLOR & ASSOCIATES, INC., a Florida corporation (the "Company"), in lieu of holding special meetings of the Board of Directors and sole shareholder, do hereby consent in writing to the adoption of and do hereby adopt the following resolutions:

WHEREAS, Torsouth Corporation ("Torsouth"), a wholly owned subsidiary of the Company, has deemed it to be in its best interest to merge into the Company; and

WHEREAS, the Company's Board of Directors deems it to be in the best interest of the Company to merge Torsouth into itself; and

WHEREAS, upon the merger, the Company desires to change its name to "Torsouth Corporation;" and

WHEREAS, Florida Articles of Merger have been submitted to the shareholder for approval; and

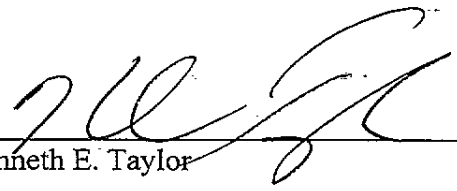
WHEREAS, a Plan of Merger whereby Torsouth has been submitted to the shareholder for approval.

NOW, THEREFORE, BE IT RESOLVED, that Torsouth be merged into the Company effective upon filing of the Articles of Merger.

FURTHER RESOLVED, that the Board of Directors hereby authorize and direct the officers of the Company, in the name and on behalf of the Company, and to the extent required under its corporate seal, to execute and file the Articles of Merger and Plan of Merger with the Florida Department of State and to execute and deliver any and all other instruments and documents, including the cancellation and reissuance of stock certificates, and to do any and all other acts and things that such officers shall deem necessary or desirable to carry out the foregoing resolutions.

Dated as of November 1, 1999

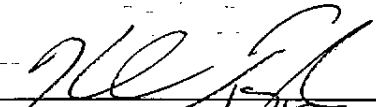
DIRECTORS:


Kenneth E. Taylor


Joan S. Taylor

SOLE SHAREHOLDER:

ANODYNE CORPORATION

By: 
Its: president

**ACTION BY THE SOLE SHAREHOLDER AND
BOARD OF DIRECTORS OF TORSOUTH CORPORATION**

The undersigned, being the sole shareholder and constituting the entire Board of Directors of Torsouth Corporation, a Florida corporation (the "Company"), in lieu of holding special meetings of the Board of Directors and sole shareholder, do hereby consent in writing to the adoption of and do hereby adopt the following resolutions:

WHEREAS, K. E. Taylor & Associates, Inc. ("Taylor") is the sole holder of all of the issued and outstanding common stock of the Company;

WHEREAS, it is deemed to be in the best interest of the Company to merge into Taylor;

WHEREAS, Florida Articles of Merger have been submitted to the shareholder for approval;
and

WHEREAS, a Plan of Merger whereby the Company merges into Taylor has been submitted to the shareholder for approval.

NOW, THEREFORE, BE IT RESOLVED, that the Company be merged into Taylor effective upon the filing of the Articles of Merger.

FURTHER RESOLVED, that the Board of Directors hereby authorize and direct the officers of the Company, in the name and on behalf of the Company, and to the extent required under its corporate seal, to execute and file the Articles of Merger and Plan of Merger with the Florida Department of State and to execute and deliver any and all other instruments, certificates, and other documents and to do any and all other acts and things that such officers shall deem necessary or desirable to carry out the foregoing resolutions.

Dated as of November 1, 1999

SOLE SHAREHOLDER:

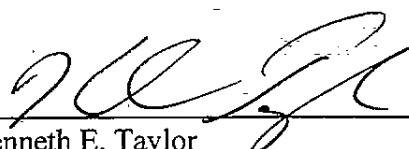
K. E. TAYLOR & ASSOCIATES, INC.

By: 

Kenneth E. Taylor, President

DIRECTORS:



Joan S. Taylor


Kenneth E. Taylor


7. Shareholder Adoption. This Plan of Merger was duly adopted by the shareholder of Taylor on November 1, 1999. This Plan of Merger was duly adopted by the shareholder of Torsouth on November 1, 1999.

Dated: November 1, 1999

K. E. TAYLOR & ASSOCIATES, INC.

By: 
Kenneth E. Taylor, President

TORSOUTH CORPORATION

By: 
Kenneth E. Taylor, President

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