

F65150

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ACCOUNT NO. : 072100000032

REFERENCE : 204615 9616A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 204615-005

CUSTOMER NO: 9616A

CUSTOMER: Ms. Susan C. Despres
Smoot Adams Edwards & Green,
One University Park, Suite 600
12800 University Drive
Ft. Myers, FL 33907

600002047046--8
-01/06/97--01061-005
****175.00 ****175.00

ARTICLES OF MERGER

IDENTITY, INC.

INTO

TRIPLE J OF LEE COUNTY, INC.

FILED
96 DEC 30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ 2 CERTIFIED COPIES
_____ PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 30 PM 1:26
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

IDENTITY, INC., a Florida corporation, 515550

INTO

TRIPLE J OF LEE COUNTY, INC., a Florida corporation, F65150

File date: December 30, 1996, effective January 1, 1997

Corporate Specialist: Steven Harris

EFFECTIVE DATE
1-1-97

ARTICLES AND PLAN OF MERGER
OF
TRIPLE J OF LEE COUNTY, INC., A FLORIDA CORPORATION
AND
IDENTITY, INC., A FLORIDA CORPORATION

FILED
96DEC30 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to the authority of the Florida Business Corporation Act, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1

The parties to these Articles and Plan of Merger are Identity, Inc., a Florida corporation (hereinafter referred to as the "Absorbed Corporation"), and Triple J of Lee County, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

ARTICLE 2

The Absorbed Corporation shall merge with and into the Surviving Corporation. The Surviving Corporation hereby amends its Articles of Incorporation so that Article III of its Articles of Incorporation is hereby amended in its entirety, effective on the latter of January 1, 1997, or the date of filing of these Articles and Plan of Merger, to read as follows: "The amount of the capital stock of this corporation shall be Five Hundred (500) shares of One Dollar (\$1.00) par value stock, which said stock shall be nonassessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock."

ARTICLE 3

These Articles and Plan of Merger were duly adopted and approved by the board of directors and shareholders of the Absorbed Corporation and Surviving Corporation, respectively, in each case by a special meeting of all directors and all shareholders of each respective Corporation, on December 27, 1996, by a vote of the shareholders and directors of the Absorbed Corporation and Surviving Corporation as required by the laws of the state of Florida.

ARTICLE 4

The Plan of Merger is as follows:

4.1 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 thereafter 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.

4.2 The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation are as follows:

4.2.1 Each share of the common stock of the Absorbed Corporation issued and outstanding on the effective date of the Merger shall be converted into an eight thousand one hundred forty-eight ten-thousandth ($\frac{8148}{10000}$) share of common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the Merger.

4.2.2 The conversion shall be effected as follows: After the effective date of the Merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interest, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

4.2.3 Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the Merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

4.3 The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect and shall not be changed or amended by the Merger, except as provided in Article 2 of these Articles and Plan of Merger.

4.4 The Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles

of Incorporation in the manner now or hereinafter prescribed by statute, and rights conferred on officers, directors, or stock holders herein are subject to this reservation.

4.5 The bylaws of the Surviving Corporation, as such bylaws exist on the effective date of the Merger, shall remain and be the bylaws of the Surviving Corporation, until altered, amended, or repealed, or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

4.6 The officers and directors of the Surviving Corporation immediately prior to the effective date of the Merger shall continue to serve as officers and directors of the Surviving Corporation after the effective date of the Merger and until their successors have been elected or appointed and qualified.

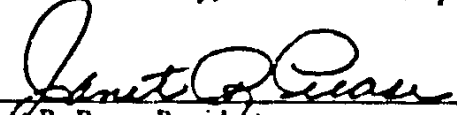
4.7 Neither of the constituent Corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporation may take all action necessary or appropriate under the law of the State of Florida to consummate this Merger.

4.8 The Surviving Corporation and the Absorbed Corporation adopt these Articles and Plan of Merger as a Plan of Reorganization and agree to effect this Merger in accordance with the applicable laws of the State of Florida and the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

4.9 The effective date of the Merger shall be the later of January 1, 1997, or the date of filing of these Articles and Plan of Merger.

IN WITNESS WHEREOF, the undersigned have caused their respective corporate names to be signed hereby by their respective presidents, thereunto duly authorized by the respective boards of directors and shareholders of each corporation, on the 27th day of December, 1996.

Triple J of Lee County, Inc. a Florida Corporation

By: 
Janet R. Pease, President

Identity, Inc., a Florida Corporation

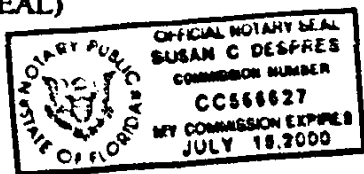
By: 
Robert Pease, President

STATE OF FLORIDA)
) ss
COUNTY OF LEE)

BEFORE ME, the undersigned, a Notary Public, personally appeared Janet R. Pease, who executed the foregoing Articles and Plan of Merger as President of Triple J of Lee County, Inc., a Florida Corporation, as a free and voluntary act, and who did not take an oath, and who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, I have signed my name and affixed my official notarial seal this 27th day of DECEMBER 1996.

(SEAL)



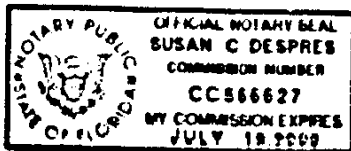
Susan C. Despres
Notary Public
My commission expires: _____

STATE OF FLORIDA)
) ss
COUNTY OF LEE)

BEFORE ME, the undersigned, a Notary Public, personally appeared Robert Pease, who executed the foregoing Articles and Plan of Merger as President of Identity, Inc., a Florida Corporation, as a free and voluntary act, and who did not take an oath, and who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, I have signed my name and affixed my official notarial seal this 27th day of DECEMBER 1996.

(SEAL)



Susan C. Despres
Notary Public
My commission expires: _____

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