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MERGER OR SHARE EXCHANGE

C.E.I. FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF MERGER
Merger Sheet

MERGING:

GRI OF ORLANDO, INC., a Florida corporation, document number
P93000063776

INTO

C.E.I. FLORIDA, INC., a Florida entity, F80579

File date: January 29, 2001

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

OF

GRI OF ORLANDO, INC.

AND

C.E.I. FLORIDA, INC.

FILED
01 JAN 29 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), GRI of Orlando, Inc., a Florida corporation, and C.E.I. Florida, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are GRI of Orlando, Inc. (the "Merger Corp.") and C.E.I. Florida, Inc. (the "Company").
2. Merger Corp. is hereby merged with and into the Company and the corporate existence of Merger Corp. shall cease. The Company is the surviving corporation in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A ("Plan of Merger") and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the Shareholders of each of the Company and Merger Corp. on January 25, 2001.
4. The effective date and time of the Merger shall upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Section 607.1105 and 607.1106 of the Act.

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The parties have caused these Articles of Merger to be executed as of January 25, 2001.

GRI OF ORLANDO, INC.

By: 

Name: Gregg Wallick

Title: Vice President

C.E.I. FLORIDA, INC.

By: 

Name: Gregg Wallick

Title: Vice President

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Exhibit A

PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of January 25, 2001 by C.E.I. Florida, Inc., a Florida corporation (the "Company") and GRI of Orlando, Inc., a Florida corporation (the "Merger Corp.").

RECITALS

The board of directors of the Company and the board of directors of Merger Corp. have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Merger Corp. be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp., shall be merged with and into the Company in accordance with the Florida Business Corporation Act, and the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

1. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

2. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

3. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

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ARTICLE III

Manner and Basis of Converting Shares

4. At the Effective Time, each share of Merger Corp. common stock held in treasury shall be canceled and extinguished without any conversion thereof.

5. At the Effective Time, each share of Merger Corp. common stock, issued and outstanding immediately prior to the Effective Time, shall be automatically canceled and extinguished without any conversion thereof.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term, "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida, with respect to the Merger.

[END OF DOCUMENT]