

F 81962

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

400003514844--0  
-12/28/00--01002--008  
\*\*\*\*105.00 \*\*\*\*105.00

CORPORATION(S) NAME

Radice Investment Corp.

Radice Paradise Corp.

merging into:

Radice Capital Corporation

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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DIVISION OF CORPORATIONS  
00 DEC 27 3 33 PM '00

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Verifier
Acknowledgment
W.P. Verifier

12/27  
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THANKS  
CONNIE BRYAN



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 28, 2000

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: RADICE CAPITAL CORP.  
Ref. Number: F81962

We have received your document for RADICE CAPITAL CORP. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE CORRECT THE NAME OF RADICE-PARADISE CORPORATION ON THE MERGER DOCUMENTS.

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) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 800A00064622

12/29

\* Please backdate filing to:

~~December 27<sup>th</sup>~~

Thank You!

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RADICE INVESTMENT CORP., a Florida corporation, M10987

RADICE-PARADISE CORPORATION, a Florida corporation, G98827

INTO

**RADICE CAPITAL CORP.**, a Florida entity, F81962.

File date: December 27, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER  
OF  
RADICE INVESTMENT CORP.  
AND  
RADICE-PARADISE CORPORATION  
WITH AND INTO  
RADICE CAPITAL CORP.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

The following Plan of Merger was approved by the Board of Directors of Radice Capital Corp., a Florida corporation:

**PLAN OF MERGER**

1. **Constituent Corporations.** The names of the constituent corporations are Radice Investment Corp., a Florida corporation and Radice-Paradise Corporation, a Florida corporation (each a wholly-owned subsidiary of Radice Capital Corp., a Florida corporation ("RCC"), and collectively, the "Merging Corporations"), all of which are being merged with and into RCC.

2. **Surviving Corporation.** The surviving corporation shall be Radice Capital Corp., a Florida corporation.

3. **Terms and Conditions of Merger.** On the effective date of the merger of the Merging Corporations with and into RCC, the separate existence of the Merging Corporations shall cease and their stock shall be cancelled, and RCC shall succeed to all the properties, rights and other assets of the Merging Corporations and shall be subject to all the liabilities of the Merging Corporations without further action by any party. Each share of RCC's common stock issued and outstanding immediately prior to the effective date of the merger shall continue to be issued and outstanding common stock of the surviving corporation.

4. **Approvals.** This Plan of Merger was approved by unanimous written consent of the Board of Directors of RCC adopted as of November 7, 2000 without any vote of shareholders pursuant to Section 607.1104 of the Florida Business Corporation Act.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the Plan of Merger need not be approved by the Board of Directors or shareholders of any of the Merging Corporations.

5. **Tax Matters.** It is intended that the liquidation and dissolution, for federal tax purposes, of the Merging Corporations will qualify as tax-free split-ups pursuant to Section 355 of the Internal Revenue Code of 1986, as amended (the "Code"), or alternatively, as tax-free liquidations pursuant to Section 332 of the Code.

6. **Further Assurances.** If at any time the surviving corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this

Plan of Merger, the officers and directors of the Merging Corporations and RCC as of the effective date of this merger shall execute such conveyances or documents or take such action.

7. *Effective Date.* The effective date of this merger shall be the date Articles of Merger are filed with the Department of State of the State of Florida.


8. *Articles of Incorporation and Bylaws.* Upon the effective date of the merger, the Articles of Incorporation and Bylaws of RCC shall continue as the Articles of Incorporation and Bylaws of the surviving corporation.

9. *Officers and Directors.* The present board of directors and officers of RCC shall continue to serve as the board of directors and officers of the surviving corporation until the next annual meeting or until such other time as their successors have been duly elected and have qualified.

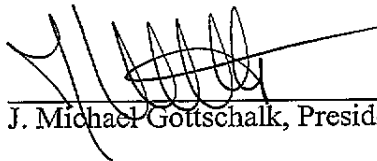
[Signatures on following page]

ADOPTED as of the 7th day of November, 2000.

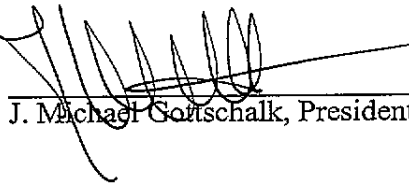
RADICE CAPITAL CORP., a  
Florida corporation

By   
J. Michael Gottschalk, President

RADICE INVESTMENT CORP., a Florida  
corporation

By   
J. Michael Gottschalk, President

RADICE-PARADISE CORPORATION, a Florida  
corporation

By   
J. Michael Gottschalk, President