

F85347

Document Number Only

FILED
97 DEC 26 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

800002382978--3

-12/26/97--01004--012

*****70.00 *****70.00

CORPORATION(S) NAME

EFFECTIVE DATE

12/31/97

GKD-USA, Incorporated - Merger

merging into:

GKD - Maryland, Inc. changing to:

GKD-USA, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

DEC 26 1997

Thanks,
Jeff

F85347

ARTICLES OF MERGER
Merger Sheet

MERGING:

GKD-USA, INCORPORATED, a Florida corporation F85347

INTO

GKD-MARYLAND, INC., a Maryland corporation not qualified in Florida.

File date: December 26, 1997, effective December 31, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
12/31/97

**ARTICLES OF MERGER TO MERGE GKD-USA,
INCORPORATED, A FLORIDA CORPORATION
INTO GKD-MARYLAND, INC., A MARYLAND CORPORATION**

GKD-MARYLAND, Inc., a Maryland corporation, and GKD-USA, Incorporated, a Florida corporation, execute the following Articles of Merger, pursuant to Section 607.1105 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA") to effectuate a merger of GKD-USA, Incorporated into GKD-MARYLAND, Inc., which will thereafter be named "GKD-USA, Inc." (the "Merger").

FILED
97 DEC 26 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. PLAN OF MERGER.

The plan of merger of the Merging Corporation into the Surviving Corporation (the "Plan of Merger") is as follows:

1.1. Parties to the Merger: The parties to the Merger are GKD-USA, Incorporated, a Florida corporation (the "Merging Corporation") and GKD-MARYLAND, Inc., a Maryland corporation. GKD-MARYLAND, Inc. shall be the surviving corporation in the Merger under the name of "GKD-USA, Inc." (the "Surviving Corporation").

1.2. The Merger: Upon the terms and subject to the satisfaction (or waiver, as applicable), of the conditions set forth in the Plan of Merger among GKD-MARYLAND, Inc., a Maryland corporation, and GKD-USA, Incorporated, a Florida corporation, and in accordance with FBCA and the Maryland General Corporation law, the Merging Corporation shall be merged with and into the Surviving Corporation. Following the Merger, the separate corporate existence of the Merging Corporation shall cease. The

Surviving Corporation shall continue under the name of GKD-USA, Inc. and shall succeed to and assume all of the rights and obligations of the Merging Corporation and the Surviving Corporation and shall be subject to all of the liabilities of the Merging Corporation and the Surviving Corporation.

1.3. Effective Time of the Merger: The Merger shall be consummated by filing with the Florida Department of State and Maryland State Department of Assessments and Taxation Articles of Merger executed in accordance with the relative provisions of the FBCA and the Maryland General Corporation law. The Merger shall be effective at 11:59 p.m. (E.S.T.) on the 31st day of December, 1997 (the "Effective Time").

1.4. Articles of Incorporation and Bylaws: The Articles of Incorporation and the Bylaws of the Surviving Corporation as in effect at the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation, in each case, until thereafter changed or amended as provided therein or by law.

1.5. Directors and Officers: The directors and officers of the Surviving Corporation at the Effective Time shall remain the directors and officers of the Surviving Corporation, until the earlier of their resignation or removal until their respective successors are duly elected and qualified, as the case may be.

1.6. Conversion of Shares: The manner and basis of converting the shares of stock of the Merging Corporation and the Surviving Corporation into shares of the Surviving Corporation and the basis of converting rights to acquire shares of each

corporation into rights to acquire shares of the Surviving Corporation at the Effective Time shall be as follows:

- a. Each share of common stock of the Surviving Corporation which is issued and outstanding immediately prior thereto, if any, shall thereupon and without more remain as one (1) share of common stock of the Surviving Corporation.
- b. Each share of common stock of the Merging Corporation, if any, held in its treasury at the Effective Time shall be canceled.
- c. Each share of common stock which is issued and outstanding immediately prior to the Effective Time of the Merging Corporation shall be converted into one (1) share of the One Dollar (\$1.00) par value common stock of the Surviving Corporation.
- d. After the merger transaction described above shall become effective, except as otherwise provided by the FBCA and the Maryland General Corporation law with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing common stock of the Merging Corporation shall surrender the same to the Surviving Corporation, and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Surviving Corporation stock into which the common stock of the Merging Corporation represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof. Until such surrender, common stock of the Merging Corporation shall be deemed for all corporate purposes,

other than the payment of dividends, to evidence ownership of the number of full shares of the Surviving Corporation common stock to be delivered with respect to such shares of capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of the Surviving Corporation common stock as of any date subsequent to the effective date shall be paid to the holders of such outstanding certificates, but upon such surrender of any certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Surviving Corporation common stock delivered with respect to the shares represented by the surrendered certificate or certificates without interest the amount of such dividends which shall have theretofore become payable to them with respect to such shares of the Surviving Corporation common stock.

e. Each right to acquire shares of the Merging Corporation which is outstanding prior to the Effective Time shall be converted into the right to acquire the equivalent number of shares of the Surviving Corporation.

f. Each right to acquire shares of the Surviving Corporation shall remain the right to acquire the equivalent number of shares of the Surviving Corporation.

1.7. Effect of the Merger: The Merger will have the legal effects described by Section 607.1106 of the FBCA and Section 3-114 of the Maryland General Corporation law.

ARTICLE 2. EFFECTIVE TIME OF MERGER.


The Merger will become effective at 11:59 p.m. (E.S.T.) on the 31st day of December, 1997 (the "Effective Time").

ARTICLE 3. SHAREHOLDER APPROVAL OF MERGER.

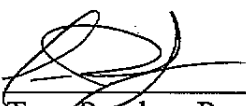
The Plan of Merger was adopted by the written consent of the sole shareholder of the Merging Corporation on the 24th day of DECEMBER, 1997. There are no shareholders of the Surviving Corporation; therefore, the Plan of Merger and Articles of Merger were adopted by the written consent of the Board of Directors of the Surviving Corporation on the 24th day of DECEMBER, 1997.

These Articles of Merger have been duly executed by the parties hereto this 24th day of DECEMBER, 1997.

GKD-MARYLAND, INC., a Maryland corporation

By:  (SEAL)
Tom Powley, President

GKD-USA, INCORPORATED, a Florida corporation

By:  (SEAL)
Tom Powley, President