



F89190

ACCOUNT NO. : 072100000032

REFERENCE : 649946 4610685

AUTHORIZATION :

Patricia Kigut

COST LIMIT : \$ ~~35.00~~

70.00

ORDER DATE : December 26, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 649946-005

300002384103--1

CUSTOMER NO: 4610685

CUSTOMER: Ms. Karen Lucas
Levett Rockwood & Sanders
33 Riverside Avenue

Westport, CT 06880

ARTICLES OF MERGER

HOLDING CAPITAL MANAGEMENT
CORP.

INTO

HCMC, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
XXXX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

EFFECTIVE DATE
DEC 31 1997

FILED
97 DEC 29 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/30

Jon Mergan

RECEIVED
97 DEC 29 AM 10:35

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOLDING CAPITAL MANAGEMENT CORPORATION, a Florida corporation,
F89190

INTO

HCMC, INC., a Connecticut corporation not qualified in Florida.

File date: December 29, 1997, effective December 31, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1997

CSC
STACY
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: HOLDING CAPITAL MANAGEMENT CORPORATION
Ref. Number: F89190

We have received your document for HOLDING CAPITAL MANAGEMENT CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The fee to file this merger is \$70, if you call me I will change the authorized amount from \$35 to \$70.

The current name of the entity is as referenced above. Please correct your document accordingly.

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.

Joy Moon-French
Corporate Specialist

Letter Number: 597A00060663

91 DEC 30 PM 3:30
J. MOON-FRENCH

ARTICLES OF MERGER
OF
HOLDING CAPITAL MANAGEMENT CORPORATION
WITH AND INTO
HCMC, INC.

FILED

97 DEC 29 PM 4:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

EFFECTIVE DATE

~~DEC 31 1997~~

Pursuant to the provisions of the Florida Business Corporation Act, Holding Capital MANAGEMENT CORPORATION, a Florida business corporation ("HC") and HCMC, Inc., a Connecticut business corporation (the "Corporation") do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof as Exhibit 1 is the Plan of Merger and Reorganization (the "Plan") for merging HC with and into the Corporation.
2. The shareholders of HC entitled to vote on the Plan approved and adopted the Plan by written consent dated as of December 23, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of HC with and into the Corporation is permitted by the laws of Connecticut and has been authorized in compliance with said laws. The Plan was approved by written consent of the sole stockholder of the Corporation dated as of December 23, 1997.

Executed on December 24, 1997.

HOLDING CAPITAL MANAGEMENT CORPORATION

By: 

James W. Donaghy
Its: Vice President

HCMC, INC.

By: 

James W. Donaghy
Its: President

PLAN OF MERGER AND REORGANIZATION

PLAN OF MERGER AND REORGANIZATION (the "Plan"), dated as of December 23, 1997, by and between HOLDING CAPITAL MANAGEMENT CORPORATION, a Florida corporation ("HC") and HCMC, INC., a Connecticut corporation (the "Corporation").

The sole director of the Corporation and the Board of Directors of HC deem it advisable and in the best interest of both the Corporation and HC that HC merge with and into the Corporation upon the terms and subject to the conditions set forth in this Plan.

1. The Merger. On the Effective Date (as hereinafter defined), HC shall be merged with and into the Corporation (the "Merger"), in accordance with the provisions of this Plan and the applicable provisions of the Florida Business Corporation Act and the Connecticut Business Corporation Act (the "Laws") and the separate existence of HC shall cease; and the Corporation, as the surviving corporation in the Merger, shall continue its corporate existence under the laws of the State of Connecticut in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code. The Corporation is hereinafter sometimes referred to as the "Surviving Corporation." The name of the Surviving Corporation shall continue to be "HCMC, Inc."

2. Effective Time and Date of the Merger. The Merger shall become effective at the close of business on December 31, 1997 (the "Effective Date").

3. Effect of the Merger. On the Effective Date, the effect of the Merger shall be as provided in the applicable provisions of the Laws. Without limiting the generality of the foregoing, all the property, rights, privileges, powers and franchises of HC shall vest in the Surviving Corporation without further act or deed, and all debts, liabilities and duties of HC shall be assumed by the Surviving Corporation.

4. Status and Conversion of Shares. On the Effective Date, and without any action on the part of HC or the Corporation:

(a) The one (1) share of issued and outstanding common stock of the Corporation owned by HC immediately prior to the Effective Date shall automatically be canceled; and the certificate evidencing such share shall be surrendered for cancellation; and

(b) Each share of issued and outstanding common stock of HC issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the Stockholders, be converted into one (1) fully paid common share of the Corporation. Such HC shares may be exchanged by the holders thereof for certificates representing the appropriate number of shares of common stock of the Corporation at any time after the Effective Date.

5. Certificate of Incorporation and By-Laws.

(a) The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation until hereafter amended as provided by law.

(b) The By-Laws of the Corporation, as in effect immediately prior to the Effective Date, shall be and continue to be the By-Laws of the Surviving Corporation until hereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation and such By-Laws.

(c) The directors and officers of the Corporation immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation. Each director and officer of the Surviving Corporation will hold office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.

6. Termination or Amendment. At any time prior to the Merger, the Plan may be abandoned, amended, modified or otherwise revised as permitted by the applicable provisions of the Laws.