

DEC-31-2002 12:14  
DIVISION OF CORPORATIONS

TRENAM KEMKER

Page 1 of 2

**F9300002438**

Florida Department of State  
Division of Corporations  
Public Access System

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1-1-2003

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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLI  
Account Number : 076424003301  
Phone : (813) 223-7474  
Fax Number : (813) 229-6553

SECRETARY OF STATE  
TREASURER  
FLORIDA

02 DEC 27 PM 3:49

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02 DEC 31 PM 12:35  
DIVISION OF CORPORATIONS

JTM 98-3862

**MERGER OR SHARE EXCHANGE**

HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC.

NOTE: SURVIVING CORPORATION'S NAME CHANGE

Certificate of Status	0
Certified Copy	1
Page Count	08/10
Estimated Charge	\$78.75

EFFECTIVE DATE OF 1/1/03.

Hunter  
KRC  
1/2/03  
(11)

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

THG INVESTORS, INC., a Florida corporation, document number  
P98000041946

INTO

**HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC. which**  
**changed its name to HEI GROUP, INC.**, a Delaware entity,  
doing business in Florida as <sup>F93000002438</sup>HEI GROUP, INC. (DELAWARE)

File date: December 27, 2002, effective January 1, 2003

Corporate Specialist: Karen Gibson

T H E  
H U N T E R  
G R O U P

January 2, 2003

VIA FACSIMILE

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Karen

Re: Merger of THG Investors, Inc., a Florida corporation, into  
Hunter and Associates Management Services, Inc., a  
Delaware corporation  
Fax Audit No. (((H02000241641 8)))

Dear Sir or Madam:

Our attorney has informed us that the Department of State cannot file the Articles of Merger that were sent to your office under the Fax Audit number referenced above, with an effective date of 12:00 a.m. on January 1, 2003, because a corporation created under Florida law already uses the name "HEI Group, Inc." (the name to which the surviving Delaware corporation in the above-described merger has changed its name in accordance with Delaware law).

In order to facilitate the completion of the merger and the filing with the Department of State, the Board of Directors of Hunter and Associates Management Services, Inc. (t/b/k/a HEI Group, Inc., a Delaware corporation), the surviving corporation in the merger, has authorized the filing in Florida to be made under the fictitious name HEI Group, Inc. (Delaware).

Please accept this letter as formal proof of the action described in the foregoing paragraph.

Sincerely,

  
Georganne Brock, Secretary and Treasurer



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 30, 2002

HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC.  
5901 SUN BLVD.  
STE. 107  
ST. PETE., FL 33715-1161US

SUBJECT: HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC.  
REF: F93000002438

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

IN ORDER FOR THE NAME OF A FOREIGN CORPORATION TO BE CHANGED IN FLORIDA EVEN IF THE CHANGE IS REFLECTED IN A MERGER, A CERTIFICATE REFLECTING THAT THE NAME WAS ACUTALLY CHANGED IN THE HOME STATE MUST BE ATTACHED TO THE MERGER DOCUMENT. THIS DOCUMENT WILL HAVE TO BE RESUBMITTED ALONG WITH THE CERTIFICATE REFLECTING THE NAME CHANGE. WE CAN FILE THE DOCUMENT AS OF DECEMBER 27, 2002, EFFECTIVE 1/1/03 IF THIS DATE IS REQUESTED WHEN THE DOCUMENT IS RESUBMITTED.

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) 245-6901.

Susan Payne  
Senior Section Administrator

FAX Aud. #: H02000241641  
Letter Number: 302A00067717

EFFECTIVE DATE

1-1-2003

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FILED  
02 DEC 27 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
THG INVESTORS, INC.  
INTO  
HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC.**

These **ARTICLES OF MERGER** (the "Articles") are made and entered into this 26 day of December, 2002, by and between **THG INVESTORS, INC.** (sometimes referred to in these Articles as "Parent"), a corporation organized and existing under the laws of the State of Florida, and **HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC.** (sometimes referred to in these Articles as either "Subsidiary" or the "Surviving Corporation"), a corporation organized and existing under the laws of the State of Delaware. Parent and Subsidiary may sometimes be collectively referred to herein as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations and their respective stockholders that Parent be merged with and into Subsidiary, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, the Constituent Corporations, by and between themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree, each with the other, that Parent be merged with and into Subsidiary pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger:

These Articles are filed pursuant to Section 607.1105, Florida Statutes. Pursuant to the Florida Business Corporation Act (the "Act"), to be effective at 12:00 a.m. on January 1, 2003 (the "Effective Date"), such effectiveness being ultimately determined by the Department of State of the State of Florida, at which time Parent shall be, and it hereby is, merged with and into Subsidiary (the "Merger").

**ARTICLE I  
AGREEMENT AND PLAN OF MERGER**

The Plan for the Merger is as set forth in the "Agreement and Plan of Merger", dated the 26 day of December, 2002 (the "Plan of Merger") attached hereto as Exhibit "A."

**ARTICLE II  
EFFECTIVE DATE**

These Articles and the Merger shall be effective upon the Effective Date, these Articles having been by the Department of State of the State of Florida and all fees and taxes having been paid as required by the laws of the State of Florida.

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**ARTICLE III  
APPROVAL OF MERGER**

The Plan of Merger was approved and adopted by:

(a) The directors and shareholders of Parent, by a vote of a sufficient number of shares to constitute a supermajority of seventy-five percent (75%) of the outstanding shares, on the 8<sup>th</sup> day of November, 2002, and

(b) The directors and shareholders of Subsidiary, by a vote of a sufficient number of shares to constitute a supermajority of seventy-five percent (75%) of the outstanding shares, on the 8<sup>th</sup> day of November, 2002,

**ARTICLE IV  
COMPLIANCE WITH LAW**

(a) The Constituent Corporations have complied with all provisions of the laws of the State of Florida applicable to the Merger.

**IN WITNESS WHEREOF**, each of the undersigned Constituent Corporations has caused these Articles of Merger, consisting of two (2) pages, to be executed and acknowledged in its name by its President in accordance with the laws of the State of Florida, all on the day and year first above written.

TGH INVESTORS, INC.

By: 

Lawrence Scanlan, Jr., President

HUNTER AND ASSOCIATES MANAGEMENT  
SERVICES, INC.

By: 

Lawrence Scanlan, Jr., President

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**AGREEMENT AND PLAN OF MERGER  
OF  
THG INVESTORS, INC.  
INTO  
HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC.**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan") is made and entered into this 26 day of December, 2002, by and between **THG INVESTORS, INC.**, a Florida corporation ("Parent"), and **HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC.**, a Delaware corporation ("Subsidiary" or the "Surviving Corporation"). From time to time in this Plan, Parent and Subsidiary may be referred to collectively as the "Constituent Corporations".

**WITNESSETH:**

**WHEREAS**, Parent is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on May 8, 1998; and

**WHEREAS**, Subsidiary is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on December 18, 1991; and

**WHEREAS**, the aggregate number of shares of common stock that Subsidiary has authority to issue is 1,000, and the Constituent Corporations desire to amend the Certificate of Incorporation of Subsidiary ("**Subsidiary's Certificate**") in certain respects, including to: (1) increase the number of shares of common stock that Subsidiary has authority to issue to 2,650, and (2) change the name of the Surviving Corporation to "HEI Group, Inc."; and

**WHEREAS**, Parent also desires to merge into Subsidiary in accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Florida Act") and Section 253 of the General Corporation Laws of the State of Delaware (the "Delaware Law"), with Subsidiary being the surviving corporation (such transaction being referred to in this Plan as the "Merger"); and

**WHEREAS**, Parent and Subsidiary each believes that is in its best interests to effectuate the Merger upon the terms and subject to the conditions set forth in this Plan.

**NOW THEREFORE**, in consideration of the foregoing recitals, which are hereby incorporated into this Plan as an integral part hereof and not as mere recitals hereto, the mutual covenants and agreements hereinafter set forth, and for other good and valuable consideration, the

*Exhibit "A"*

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receipt and sufficiency is hereby acknowledged, it is hereby agreed between Parent and Subsidiary that the terms and conditions of the Plan are as follows:

## ARTICLE I

### Amendments to Subsidiary's Certificate

1. Upon the Effective Date (as hereinafter defined), Section 1 of Subsidiary's Certificate will be amended by deleting the existing provisions of Section 1 and substituting the following therefor:

"1. The name of this corporation shall be "HEI Group, Inc."

2. Upon the Effective Date (as hereinafter defined), Section 4 of Subsidiary's Certificate will be amended by deleting the existing provisions of Section 4 and substituting the following therefor:

"4. The total number of shares of stock which the Corporation shall have authority to issue is TWO THOUSAND SIX-HUNDRED FIFTY (2,650) shares of Common Stock, without par value."

## ARTICLE II

### The Merger

1. The term "Effective Date" shall mean 12:00 a.m. on January 1, 2003, as long as, on that date: (i) Articles of Merger have been filed by the Department of State of the State of Florida and all fees and taxes required by the Florida Act have been paid; and (ii) a Certificate of Ownership and Merger has been filed by the Department of State of the State of Delaware and all fees and taxes required by the Delaware Law have been paid.

2. On the Effective Date, Parent will be merged with and into Subsidiary. The separate existence of Parent shall cease on the Effective Date, and the existence of Subsidiary will continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the Delaware Law.

3. As amended pursuant to this Plan, and until further amended, changed, or repealed subsequent to the Effective Date, Subsidiary's Certificate, as amended, and the Bylaws of Subsidiary as in effect on the Effective Date shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation in the Merger.

4. The officers and directors of Subsidiary on the Effective Date shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until

Exhibit "A" - 2-

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their respective successors shall have been elected and qualified, unless they earlier die, resign, or are removed.

5. Parent, as the sole shareholder of Subsidiary, hereby waives the right to receive a mailed copy of the Agreement and Plan of Merger prior to delivery of the Articles of Merger to the Secretary of State of the State of Florida and the Certificate of Ownership and Merger to the Secretary of State of the State of Delaware.

### ARTICLE III

#### Effects of the Merger

On the Effective Date, Subsidiary shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Parent and of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Parent and of Subsidiary.

### ARTICLE IV

#### Terms of the Transaction: Conversion of Shares

The manner and basis of converting shares of Parent's outstanding stock into shares of Subsidiary's stock shall be as follows:

1. Each share of Subsidiary's common stock ("Subsidiary Stock") issued and outstanding on the Effective Date, and all rights in respect thereof, shall be canceled by virtue of the Merger and without any action on the part of the holder thereof, and as soon as practicable after the Effective Date, the shareholder of Subsidiary shall surrender all certificates evidencing its shares of common stock to Subsidiary for cancellation.

2. Each share of Parent's common stock ("Parent Stock") issued and outstanding on the Effective Date, and all rights in respect thereof, by virtue of the Merger and without any action on the part of the holders thereof, shall be converted into an equal number of shares of Subsidiary Stock. As soon as practicable after the Effective Date, the shareholders of Parent (the "Shareholders of Parent") shall surrender all certificates evidencing their shares of Parent Stock to the Surviving Corporation.

3. As soon as practicable after the Effective Date, Surviving Corporation will deliver to each of the Shareholders of Parent a certificate or certificates representing the number of shares of Subsidiary Stock into which each such Shareholder's Parent Stock held prior to the Effective Date is converted in accordance with Section 2 of this Article IV. Each share of Subsidiary Stock issued pursuant hereto shall have affixed thereto a legend indicating that the shares evidenced by the certificate are subject to restrictions on transfer and redemption provisions specified in the Shareholders' Agreement between the Constituent Corporations and the Shareholders of Parent (the

Exhibit "A" -3-

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"Shareholders' Agreement"), it being the intention of the parties that the terms of the Shareholders' Agreement will remain in full force and effect and will apply and attach to the shares of Subsidiary Stock in the identical manner that such document applied and attached to each share of the Parent Stock prior to its conversion in accordance with Section 2 of this Article IV.

4. The Constituent Corporations acknowledge that the only shares of stock that are issued and outstanding on the Effective Date shall be shares of common stock.

## ARTICLE V

### Assignment

If at any time Subsidiary shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, confirm, or record in Subsidiary the title to any property or rights of Parent, or to otherwise carry out the provisions hereof, the proper officers and directors of Parent as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Subsidiary.

## ARTICLE VI

### Expenses

Subsidiary shall pay all expenses of accomplishing the Merger.

## ARTICLE VII

### Termination

At any time before either the filing of the Articles of Merger with the Department of State of the State of Florida, or the filing of the Certificate of Ownership and Merger with the Department of State of the State of Delaware, this Plan may be terminated and the Merger abandoned by mutual consent of the boards of directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations, if any, and neither of the Constituent Corporations, nor their directors, officers, employees, agents, or shareholders, shall have any liability by reason of this Plan or the termination hereof.

{Signature Page Follows}

Exhibit "A" -4-

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IN WITNESS WHEREOF, each of the Constituent Corporations has caused a duly authorized officer to execute and deliver this Plan, consisting of five (5) pages including this signature page, on the day first above written.

Parent:

THG INVESTORS, INC, a Florida corporation

By:

  
Lawrence Scarnan, Jr., President

Subsidiary:

HUNTER AND ASSOCIATES MANAGEMENT  
SERVICES INC., a Delaware Corporation

By:

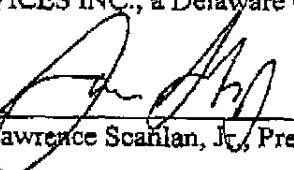
  
Lawrence Scarnan, Jr., President

Exhibit "A" -5-

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# Delaware

PAGE 1

## The First State

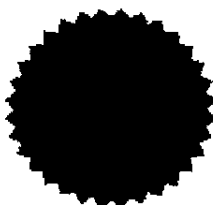
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE INVESTORS, INC.", A FLORIDA CORPORATION,

WITH AND INTO "HUNTER AND ASSOCIATES MANAGEMENT SERVICES, INC." UNDER THE NAME OF "HEI GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2003, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2282494 8100M

AUTHENTICATION: 2177184

020803654

DATE: 12-30-02