

F93000004853



THE UNITED STATES  
CORPORATION  
COMPANY

FILED

00 DEC 22 PM 3:40

RECEIVED  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 940910 4803460

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : December 21, 2000

ORDER TIME : 11:21 AM

ORDER NO. : 940910-005

500003511785--7

CUSTOMER NO: 4803460

CUSTOMER: Ms. Susan M. Heath  
Lowenstein Sandler Pc  
65 Livingston Avenue

Roseland, NJ 07068-1791

ARTICLES OF MERGER

DJSN, INC.

*Merger  
12-21-00  
PKS*

INTO

YORK MANAGEMENT & RESEARCH,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

2000 DEC 22 PM 12:07

RECEIVED  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DJSN, INC., a Florida corporation, P97000057267

into

**YORK MANAGEMENT & RESEARCH, INC.**, a Delaware entity F93000004853

File date: December 22, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER**

**OF**

**DJSN, INC.  
(Merged Corporation)**

**AND**

**YORK MANAGEMENT & RESEARCH, INC.  
(Surviving Corporation)**

**DATED: December 21, 2000**

**FILED**

**00 DEC 22 PM 3:40**

**CLERK OF STATE  
TALLAHASSEE, FLORIDA**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, DJSN, Inc., a Florida corporation, and York Management & Research, Inc., a Delaware corporation do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging DJSN, Inc. with and into York Management & Research, Inc.

2. The shareholders of York Management & Research, Inc. entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on December 21, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

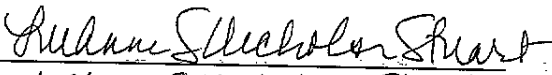
3. The merger of DJSN, Inc. with and into York Management & Research, Inc. is permitted by the laws of the jurisdiction of organization of York Management & Research, Inc. and has been authorized in compliance with said laws. The date of approval and adoption

of the Plan of Merger by the shareholders of York Management & Research, Inc. was December 21, 2000.

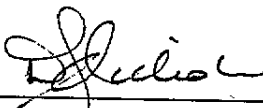
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. December 22, 2000.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these articles of merger to be executed on its behalf by its duly authorized officer as of the date first written above.

**DJSN, INC.**

By:   
Name: LeAnne S Nicholson Stuart  
Title: Vice President

**YORK MANAGEMENT & RESEARCH, INC.**

By:   
Name: DAVID J. S. NICHOLSON  
Title: PRESIDENT

**PLAN AND AGREEMENT OF MERGER  
OF  
DJSN, INC.  
(a Florida corporation)  
AND  
YORK MANAGEMENT AND RESEARCH, INC.  
(a Delaware corporation)**

PLAN AND AGREEMENT OF MERGER adopted on December 21, 2000 by resolution of the Board of Directors of DJSN, Inc., a business corporation organized under the laws of the State of Florida, and adopted on December 21, 2000 by resolution of the Board of Directors of York Management & Research, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are DJSN, Inc., a business corporation organized under the laws of the State of Florida, and York Management & Research, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which DJSN, Inc. plans to merge is York Management & Research, Inc.

1. DJSN, Inc. and York Management & Research, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of York Management & Research, Inc. be merged with and into a single corporation, to wit, York Management & Research, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of DJSN, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of York Management & Research, Inc., the surviving corporation, shall be amended in connection with the merger to (a) increase the amount of authorized capital stock of the corporation to 25,000 shares; and (b) create two classes of shares, consisting of a class of 5,000 shares of Class A Common Stock and a class of 20,000 shares of Class B Common Stock, having the relative rights, preferences, and limitations as shown on the certificate of merger annexed to this plan as Exhibit A.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the

first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation is as follows:

(a) Effective immediately upon the filing of the Certificate of Merger (the "Effective Time"), each share of authorized Common Stock issued and outstanding of York Management & Research, Inc. immediately prior to the Effective Time (the "Old Shares") shall automatically be reclassified into validly issued, fully paid and nonassessable shares of Class B Common Stock of York Management and Research, Inc. At the Effective Time, each of the Old Shares shall be converted into 2.08333 shares of Class B Common Stock. Each such record holder shall be entitled to receive, upon the surrender of the certificate or certificates representing the Old Shares so reclassified at the headquarters of York Management & Research, Inc., in such form and accompanied by such documents, if any, as may be prescribed by York Management & Research, Inc., a new certificate or certificates representing the number of shares of Class B Common Stock of which such holder is the record owner after giving effect to the provisions of this paragraph 5.

(b) Effective immediately upon the filing of the Certificate of Merger, each share of Class A Common Stock of DJSN, Inc. shall be converted into .9375 shares of Class A Common Stock of York Management & Research, Inc. Each record holder shall be entitled to receive, upon the surrender of the corresponding DJSN, Inc. Class A Common Stock share certificates at the headquarters of York Management & Research, Inc., a new certificate or certificates representing the number of shares of Class A Common Stock on which such holder is the record owner after giving effect to the provisions of this paragraph 5.

(c) Effective immediately upon the filing of the Certificate of Merger, each share of Class B Common Stock of DJSN, Inc. shall be converted into .9375 shares of Class B Common Stock of York Management & Research, Inc. Each record holder shall be entitled to receive, upon the surrender of the corresponding DJSN, Inc. Class B Common Stock share certificates at the headquarters of York Management & Research, Inc., a new certificate or certificates representing the number of shares of Class B Common Stock on which such holder is the record owner after giving effect to the provisions of this paragraph 5.

6. The Plan and Agreement of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan and Agreement of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded and document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, each of the undersigned entities has caused this Plan and Agreement of Merger to be executed on its behalf by its duly authorized representatives as of the date first above written.

DJSN, INC.

By: Leanne S. Nicholson Stuart  
Name: LEANNE S. NICHOLSON STUART  
Title: VICE. PRESIDENT

YORK MANAGEMENT & RESEARCH, INC.

By: David J. S. Nicholson  
Name: DAVID J. S. NICHOLSON  
Title: PRESIDENT

CERTIFICATE OF MERGER

OF

DJSN, INC.  
(Merged Corporation)

AND

YORK MANAGEMENT & RESEARCH, INC.  
(Surviving Corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) DJSN, Inc., which is incorporated under the laws of the State of Florida; and

(ii) York Management & Research, Inc., which is incorporated under the laws of the State of Delaware.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by DJSN, Inc. in accordance with the laws of the State of its incorporation and by York Management & Research, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is York Management & Research, Inc., which will continue its existence as the surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of York Management & Research, Inc. is to be amended and modified by this Certificate of Merger by deleting Article FOURTH in its entirety and replacing it with the following:

"FOURTH. The amount of total authorized capital stock of the corporation shall be 25,000 Common Shares, having no par value, of which 5,000 shares shall be designated as Class A Common Stock and 20,000 shares shall be designated as Class B Common Stock. Class A Common Stock and Class B Common Stock shall be identical to each other in every respect except that the holders of Class A Common Stock shall be entitled to vote. The rights and preferences of the shares of Class A and Class B shall be identical, except as otherwise



provided herein, including, without limitation, rights upon liquidation, rights to cash, property, and stock dividends, and rights upon stock divisions or combinations, except that stock dividends shall be issued to the holder of each class in shares of the same class."

The Certificate of Incorporation of York Management & Research, Inc., as so amended and modified, shall be the Certificate of Incorporation of York Management & Research, Inc., until further amended and modified in accordance with the provisions of the General Corporation Law of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

1061 E. Indiantown Road  
Jupiter, FL 33477

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of DJSN, Inc. consists of 10,000 shares, which is divided into (a) 100 shares of voting Class A common stock having \$0.10 per share par value; and (b) 9,900 shares of non-voting Class B common stock having \$0.10 per share par value.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate of merger to be executed on its behalf by its duly authorized officer as of the 21st day of December, 2000.

YORK MANAGEMENT & RESEARCH, INC.

BY: 

Name: DAVID J. S. NICHOLSON  
Title: President

DJSN, INC.

BY: 

Name: LEEANNE S. NICHOLSON STUART  
Title: VICE PRESIDENT