

F94000000552

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CORPORATION(S) NAME

Harris Realty, Inc.
merging into:
HSC Holdings, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | | <input type="checkbox"/> CUS |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HARRIS REALTY, INC., a Florida corporation, P94000090471

INTO

**HSC HOLDINGS, INC. doing business in Florida as HARRIS SPECIALTY
CHEMICALS HOLDINGS, INC., a Delaware corporation, F94000000552**

File date: March 30, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

HARRIS REALTY, INC.
(a Florida corporation)

AND

HSC HOLDINGS, INC.
(a Delaware corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Statutes"), and certify that:

1. Harris Realty, Inc., a Florida corporation (the "Merging Subsidiary"), and a wholly-owned subsidiary of HSC Holdings, Inc., a Delaware corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").
2. The Plan of Merger (as hereinafter defined) pursuant to which the Merging Subsidiary shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 253 of the Delaware General Corporation Law by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on March 30, 1999 and by the Board of Directors of the Merging Subsidiary on March 30, 1999. The Plan of Merger was adopted by the sole shareholder of the Parent on March 30, 1999 and by the sole shareholder of the Merging Subsidiary on March 30, 1999.
3. The Merger shall become effective (the "Effective Time") as of the later of the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the filing of these Articles of Merger with the Secretary of State of the State of Florida.
4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):
 - A. All of the issued and outstanding shares of common stock of the Merging Subsidiary are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other corporation in conversion of, or in exchange for, the Merging Subsidiary common stock. Therefore, upon the Effective Time, without any further action on the part of any party, each issued and outstanding share of common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Time,

represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Time.

B. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger. There are no holders of shares of common stock of the Merging Subsidiary who may dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes and thereby be entitled, upon compliance with the provisions of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved March 30, 1999, waived the requirement to receive by mail a copy of the Plan of Merger in accordance with Section 607.1104(3) of the Florida Statutes.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of March 30, 1999.

HARRIS REALTY, INC.

By: Larry V. Austin
Name: Larry Austin
Title: President

HSC HOLDINGS, INC.

By: Larry V. Austin
Name: Larry Austin
Title: President