

F94000004150

BORDELON & BORDELON

ATTORNEYS AT LAW

John S. Bordelon
Matthew D. Bordelon

September 25, 1997

2717 Gulf Breeze Parkway
Gulf Breeze, Florida 32561-3079
Tel 850 834-1000
Fax 850 834-1050

'Also admitted in LA
'Also admitted in AL

VIA AIRBORNE

ARTICLE NO.: 7482811350

Attn: Amendments Division
Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002304682--2
-09/26/97--01062--008
*****70.00 *****70.00

Re: MERGER OF A.R. ENTERPRISES, INC. WITH STRAND CORE, INC.
Document No.: P96000069110
Our File No.: 970824

Dear Sir or Ma'am:

Enclosed is an original and one copy of the Articles of Merger and Agreement and Plan of Merger for the above company name. Please file the original with the Secretary of State's office and return to us the file stamped copy.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,

BORDELON & BORDELON, P.A.

Melissa

Melissa J. Calvert
Legal Assistant to
John S. Bordelon, Esq.

/mjc

Enclosures

Oct 2
WB SEP 30 1997

~~441 DEC 1997~~ SA

Merger

97 SEP 26 AM 8:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F94000004150

ARTICLES OF MERGER
Merger Sheet

MERGING:

A.R. BROWN ENTERPRISES, INC., a Florida corporation, P96000069110

into

STRAND CORE, INC., a Maryland corporation F94000004150

File date: September 26, 1997

Corporate Specialist: Velma Shepard

FILED

97 SEP 26 AM 8:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER OF A. R. BROWN ENTERPRISES, INC.
WITH AND INTO STRAND CORE, INC.
AND ARTICLES OF AMENDMENT AS TO STRAND CORE, INC.**

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to laws of the States of Maryland and Florida for the purpose of merging A. R. BROWN ENTERPRISES, INC., a Florida corporation, with and into STRAND CORE, INC., a Maryland corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
STRAND CORE, INC	Maryland
A. R. BROWN ENTERPRISES, INC.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "STRAND CORE, INC."

3. This merger is permitted under the laws of the States of Maryland and Florida. A. R. BROWN ENTERPRISES, INC. and STRAND CORE, INC. have complied with the applicable provisions of the laws of the States of Maryland and Florida.

4. The AGREEMENT AND PLAN OF MERGER OF A. R. BROWN ENTERPRISES, INC. AND STRAND CORE, INC. (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference. The manner and basis of Exchanging the issued stock of each of the Constituent Corporations into different stock pursuant to Section 3-103 of the Code is specified in the attached Agreement and Plan of Merger.

5. The Board of Directors of STRAND CORE, INC., the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by unanimous written consent on August 31, 1997, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of A. R. BROWN ENTERPRISES, INC. approved and adopted the AGREEMENT AND PLAN OF MERGER by unanimous written consent on August 31, 1997, and directed that such document be submitted to a vote of its shareholders. The shareholders of STRAND CORE, INC. and A. R. BROWN ENTERPRISES, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on August 31, 1997, in the manner prescribed by law.

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
STRAND CORE, INC.	1,000 shares of no-par common stock ("SCI Common")	1,000
A. R. BROWN ENTERPRISES, INC.	2,000 shares of \$1 par value common stock ("ARB Common")	2,000

There were no shares of STRAND CORE, INC. or A. R. BROWN ENTERPRISES, INC. entitled to vote as a class.

7. The number of shares voted for and against the approval and adoption of the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
STRAND CORE, INC.	1,000 SCI Common	None
A. R. BROWN ENTERPRISES, INC.	2,000 ARB Common	None

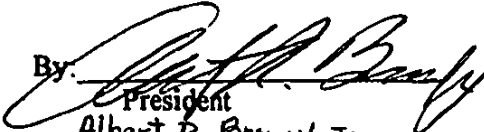
8. The Charter of STRAND CORE, INC. will be amended in conjunction with the merger to increase the authorized common stock from one thousand (1,000) shares, no par value, to five thousand (5,000) shares, no par value.

9. The principal office of the surviving corporation in Maryland shall be 1201 New Windsor Road, Westminster, Maryland 21157.

10. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 11:30 p.m., on August 31, 1997 subject to and in accordance with the laws of the States of Maryland and Florida, and the merger therein contemplated shall be deemed to be completed and consummated at said time.


IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary (or Assistant Secretary) of STRAND CORE, INC. and by the President and Secretary (or Assistant Secretary) of A. R. BROWN ENTERPRISES, INC., each thereunto duly authorized, as of the 31 day of August, 1997.

STRAND CORE, INC.

By: 
President
Albert R. Brown, Jr.

{CORPORATE SEAL}

ATTEST:


Secretary

A. R. BROWN ENTERPRISES, INC.


By: 
President

{CORPORATE SEAL}

ATTEST:


Secretary

THE UNDERSIGNED, President of Strand Core, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


President of Strand Core, Inc.
Albert R. Brown, Jr.

THE UNDERSIGNED, President of A.R. Brown Enterprises, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


President of A.R. Brown Enterprises, Inc.

**AGREEMENT AND PLAN OF MERGER OF A. R. BROWN ENTERPRISES, INC.
WITH AND INTO STRAND CORE, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of August 31, 1997, by and between A. R. BROWN ENTERPRISES, INC. ("ARB"), a corporation organized and existing under the laws of the State of Florida (ARB being hereinafter sometimes referred to as the "Merging Corporation") and STRAND CORE, INC. ("SCI"), a corporation organized and existing under the laws of the State of Maryland (SCI being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that ARB be merged with and into SCI, with SCI being the Surviving Corporation, under and pursuant to the laws of the States of Maryland and Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows

ARTICLE I

MERGER

1.1 ARB shall be merged with and into SCI in accordance with the laws of the States of Maryland and Florida. The separate corporate existence of ARB shall thereby cease, and SCI shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be "STRAND CORE, INC."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Maryland and shall be liable

and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 11:30 p.m., on August 31, 1997, subject to and in accordance with the laws of the States of Maryland and Florida. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of SCI, as in effect immediately prior to the Effective Time, shall, be amended to increase the authorized common stock from one thousand (1,000) shares, no par value, to five thousand (5,000) shares, no par value. After the merger, The Articles of Incorporation of SCI, with the aforesaid amendment increasing the number of shares of authorized stock, shall continue to be the Articles of Incorporation of the Surviving Corporation.

3.2 The Bylaws of SCI, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and Officers of SCI immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Maryland and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Corporation, after the amendment of its Articles carried out with The Articles of Merger shall have five thousand (5,000) shares of no par value common stock, authorized, of which one thousand (1,000) shares of no par value common stock are issued and outstanding ("SCI Common"), which shares are the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporation presently has issued and outstanding two thousand (2,000) shares of \$1 par value common stock ("ARB Common").

4.3 At the Effective Time, each issued and outstanding share of ARB Common shall be converted into one-eightieth (1/80) share of SCI Common. After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of ARB Common may, but shall not be required to, surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, respectively, one-eightieth (1/80) share of SCI Common for every one (1) share of ARB Common previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented ARB Common, shall be deemed and treated for all corporate purposes to represent the ownership of one-eightieth (1/80) share of SCI Common. No other cash, shares, securities or obligations will be distributed or issued upon conversion of ARB Common.

ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida and the Department of Assessment and Taxation of Maryland of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either

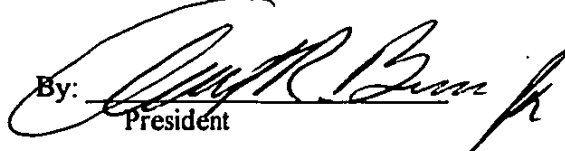
of the Constituent Corporations or its Directors, officers or shareholders in respect of this Agreement and Plan.

5.2 The Shareholders of ARB and SCI dissenting to the Agreement and Plan shall be entitled, pursuant to the laws of the States of Maryland and Florida, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

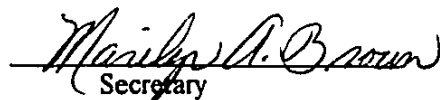
IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

STRAND CORE, INC.

By: 
President

{CORPORATE SEAL}

ATTEST:


Secretary

A. R. BROWN ENTERPRISES, INC.

By: 
President

{CORPORATE SEAL}

ATTEST:


Secretary

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

corrected
here

Doctors Pret Clinics, ~~Albuquerque~~ INC.
(Name of Corporation)

Tennessee
(Incorporated Under Laws Of)

97 SEP 30 AM 10:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

2014 Broadway Suite 350
(Mailing Address)

Nashville, TN. 37203
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

[Signature] Chief Financial Officer
Signature Title

GARY M. GOSSETT 9/15/97
Typed or printed name Date



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

DDC
2014 BROADWAY, SUITE 350
NASHVILLE, TN 37203

SUBJECT: DOCTORS DIET CLINICS, INC.
Ref. Number: F96000004406

We have received your document for DOCTORS DIET CLINICS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Our records show this corporation was incorporated under the laws of Tennessee. Please amend 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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 997A00046498



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1997

DDC
2014 BROADWAY, SUITE 350
NASHVILLE, TN 37203

SUBJECT: DOCTORS DIET CLINICS, INC.
Ref. Number: F96000004406

We have received your document for DOCTORS DIET CLINICS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A foreign corporation authorized to transact business or conduct its affairs in Florida may withdraw its authority by completing the enclosed withdrawal application and submitting the appropriate fee.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 297A00045166



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 29, 1997

DDC
2014 BROADWAY, SUITE 350
NASHVILLE, TN 37203

SUBJECT: DOCTORS DIET CLINICS, INC.
Ref. Number: F9600004406

We have received your document for DOCTORS DIET CLINICS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similarly named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

A foreign corporation authorized to transact business or conduct its affairs in Florida may withdraw its authority by completing the enclosed withdrawal application and submitting the appropriate fee.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 097A00043510