

F97000002410

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BUD SUAREZ, INC., a Florida corporation H94037

into

**SPECIALTY PARTNERS, INC.**, a Delaware corporation F97000002410

File date: May 20, 1997

Corporate Specialist: Annette Hogan

ARTICLES AND CERTIFICATE OF MERGER  
OF  
BUD SUAREZ, INC.  
WITH AND INTO  
SPECIALTY PARTNERS, INC.

FILED  
97 MAY 20 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bud Suarez, Inc., a Florida corporation, and Specialty Partners, Inc., a Delaware corporation (hereinafter sometimes referred to collectively as the "Constituent Corporations"), enter into and hereby adopt the following Articles and Certificate of Merger for the purpose of merging Bud Suarez, Inc., with and into Specialty Partners, Inc.

ARTICLE I

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) Bud Suarez, Inc., a Florida corporation, the authorized capital stock of which is 1,500 shares of common stock, \$0.10 par value; and
- (b) Specialty Partners, Inc., a Delaware corporation.

ARTICLE II

APPROVAL OF MERGER

2.1 A Merger Agreement dated as of May 19, 1997 (hereinafter sometimes referred to as the "Agreement"), has been adopted, approved, certified, executed and acknowledged by each of Bud Suarez, Inc., and Specialty Partners, Inc., in accordance with subsection (c) of section 252 of the General Corporation Law of the State of Delaware and in accordance with sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act, and all other applicable laws.

2.2 These Articles and Certificate of Merger, and the Plan of Merger contained herein, were duly adopted and approved by the Board of Directors and Shareholders of the Constituent Corporations as follows:

(a) By unanimous Written Consent of the Board of Directors and Shareholders of Bud Suarez, Inc., dated May 16, 1997; and

(b) By unanimous Written Consent of the Board of Directors and Sole Shareholder of Specialty Partners, Inc., dated May 8, 1997.

2.3 The executed Agreement shall be on file at the principal office of the Surviving Corporation (as hereinafter defined), which office is located at 1750 Tree Boulevard, St. Augustine, Florida 32086. A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of either of the Constituent Corporations.

### ARTICLE III

#### PLAN OF MERGER

3.1 At and as of the Effective Date (as hereinafter defined), Bud Suarez, Inc., shall merge with and into Specialty Partners, Inc. (the "Surviving Corporation"), whose name shall continue to be Specialty Partners, Inc.

3.2 The Certificate of Incorporation of the Surviving Corporation, at and as of the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

3.3 The Bylaws of the Surviving Corporation, at and as of the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

3.4 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and as of the Effective Date, each authorized and outstanding share of common stock of Bud Suarez, Inc., by virtue of the merger and without any action on the part of the holder thereof, shall be automatically converted into the right to receive a pro rata amount of the Merger Consideration, as that term is defined in Article II, Section 2.3 of the Agreement; and

b) At and as of the Effective Date, each authorized but unissued share of common stock of Bud Suarez, Inc., if any, shall be canceled by virtue of the merger and no Merger Consideration shall be issued with respect thereof.

3.5. At and as of the Effective Date, the separate existence of Bud Suarez, Inc., shall cease, and all of the property, rights, privileges, contracts and franchises of such corporation of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

#### ARTICLE IV

##### EFFECTIVE DATE

The merger of Bud Suarez, Inc., with and into Specialty Partners, Inc., shall be effective upon the last event required to make the filing of these Articles and Certificate of Merger of legal force and effect in the state of Florida and in the state of Delaware (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officers of Bud Suarez, Inc., a Florida corporation, and Specialty Partners, Inc., a Delaware corporation, respectively, have executed

these Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors and Shareholders, respectively, of each corporation.

BUD SUAREZ, INC., a Florida corporation

By: [Signature]  
Printed: R.D. LONG  
Its VICE PRESIDENT/CONTROLLER

SPECIALTY PARTNERS, INC.,  
a Delaware corporation

By: [Signature]  
Printed: Richard A. Thorne  
Its Chairman of the Board

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of MAY, 1997, by R.D. LONG, as VICE PRESIDENT / CONTROLLER of Bud Suarez, Inc., a Florida corporation, on behalf of the corporation and that it is the act and deed of the corporation and the facts stated herein are true. He She is (personally known) to me or has produced N/A as identification and did not take an oath.

[Signature]  
Notary Public, State of Florida  
Printed: LARRY ROSENAU  
My Commission Expires: \_\_\_\_\_



"OFFICIAL SEAL"  
Larry Lee Rosenau  
My Commission Expires 5/12/01  
Commission #00255211

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 1ST day of MAY, 1997, by RICHARD A. THORNEAS CHAIRMAN OF THE BOARD of Specialty Partners, Inc., a Delaware corporation, on behalf of the corporation and that it is the act and deed of the corporation and the facts stated herein are true. He is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath.

Denise A. Crozier

Notary Public, State of Florida

Printed: DENISE A. CROZIER

My Commission Expires: 6-21-98

