

**F98000000980**

Requestor's Name: Mkerman, Senterfitt  
 Address: 216 S. ... St.  
 City/State/Zip: ... Phone #: 772-3471

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Horsemart Services, Inc.  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

**FILED**  
 98 FEB 20 PM 1:48  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Restatement
<input checked="" type="checkbox"/>	W.P. / Trademark
<input type="checkbox"/>	Other

Please file the attached Articles and duplicate Articles "Filed" - Thanks Carson

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FASIG-TIPTON FLORIDA, INC., a Florida corporation 263795

HORSESMART SERVICES, INC., a Kentucky corporation

into

**FASIG-TIPTON KENTUCKY, INC.,** a Kentucky corporation F98000000980

File date: February 20, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
HORSEMART SERVICES, INC.  
FASIG-TIPTON FLORIDA, INC.  
AND  
FASIG-TIPTON KENTUCKY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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Pursuant to the provisions of KRS 271B.11-050 and KRS 271B.11-070, the undersigned corporations ("Constituent Corporations") hereby adopt the following Articles of Merger for the purpose of merging **HORSEMART SERVICES, INC.**, a Kentucky corporation ("Horsemart") and **FASIG-TIPTON FLORIDA, INC.**, a Florida corporation ("Florida") (collectively referred to as the "Target Corporations"), with and into **FASIG-TIPTON KENTUCKY, INC.**, a Kentucky corporation ("Acquiring"), which shall be the surviving corporation in the Merger:

**1. Plan of Merger.** Attached hereto as EXHIBIT A is a copy of the Plan of Merger adopted by each of the Constituent Corporations, which Plan of Merger is incorporated by reference herein.

**2. Target Corporations' Shares.** Horsemart has issued and outstanding 100 shares of Common Stock, no par value per share, each of which shares was entitled to one vote per share in the Plan of Merger. Florida has issued and outstanding 2,000 shares of Common Stock, \$5.00 par value per share, each of which shares was entitled to one vote per share in the Plan of Merger.

**3. Acquiring Shares.** Acquiring has issued and outstanding 229,498 shares of Common Stock, no par value per share, each of which shares was entitled to one vote per share in the Plan of Merger.

**4. Vote of Target Corporations' Shares.** All 100 shares of the issued and outstanding Common Stock of Horsemart voted in favor of the Plan of Merger. All 2,000 shares of the issued and outstanding Common Stock of Florida voted in favor of the Plan of Merger.

**5. Vote of Acquiring Shares.** All 229,498 shares of the issued and outstanding Acquiring Common Stock voted in favor of the Plan of Merger.

**6. Approval.** The number of shares cast for the Plan of Merger by the shareholders of each of the Constituent Corporations was sufficient for approval by each voting group.

7. *Date of Approval.* The Plan of Merger was approved by the Board of Directors and Shareholders of each of the Constituent Corporations on February 18, 1998.

8. *Authorized Under Florida Law.* Florida is a corporation organized under the laws of the State of Florida. The merger of Florida with and into Acquiring is authorized by the laws of the State of Florida.

9. *Effective Date.* The Merger shall be effective as of the date and time these Articles are filed with the Office of the Kentucky Secretary of State.

DATED: February 18, 1998

FASIG-TIPTON KENTUCKY, INC.

By: Walter S. Robertson  
Walter S. Robertson, President

HORSEMART SERVICES, INC.

By: Walter S. Robertson  
Walter S. Robertson, President

FASIG-TIPTON FLORIDA, INC.

By: Walter S. Robertson  
Walter S. Robertson, President

This instrument was prepared by:

Christopher E. Spears

Christopher E. Spears  
Greenebaum Doll & McDonald PLLC  
1400 Vine Center Tower  
Lexington, KY 40507  
(606) 288-4608

LEX-44009-1

**EXHIBIT "A"**

**PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan of Merger") is made and entered into as of the 18th day of February, 1998 by (i) HORSEMART SERVICES, INC., a Kentucky corporation ("Horsemart"), and FASIG-TIPTON FLORIDA, INC., a Florida corporation ("Florida") (collectively referred to herein as the "Target Corporations"), and (ii) FASIG-TIPTON KENTUCKY, INC., a Kentucky corporation ("Acquiring").

**1. MERGER.**

*1.1 Merger of Target Corporations With and Into Acquiring.*

(a) Subject to the terms and conditions of this Plan of Merger, each of the Target Corporations shall be merged with and into Acquiring ("Merger"), effective as of the date and time the Articles of Merger are filed with the Office of the Kentucky Secretary of State ("Effective Time"). The separate corporate existence of each of the Target Corporations shall thereupon cease, Acquiring shall be the surviving corporation and the separate corporate existence of Acquiring, with all its purposes, objects, rights, privileges, powers, franchises and interests shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act.

(b) This Plan of Merger is being adopted as a plan of merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

*1.2 Effect of Merger. At and after the Effective Time:*

(a) Acquiring shall possess all of the respective rights, privileges, powers, franchises and interests of each of the Target Corporations in and to every type of property (real, personal and mixed), and chooses in action, all of which shall be transferred to, and vested in, Acquiring by virtue of the Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal or administrative, pending by or against either of the Target Corporations may be continued as if the Merger did not occur, or Acquiring may be substituted in the proceeding for such Target Corporation in such action or proceeding.

(b) Acquiring shall be liable for all liabilities of each of the Target Corporations, and all debts, liabilities, obligations and contracts of each of the Target Corporations, whether matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on the respective balance sheets, books of account or records of such Target Corporation, shall be those of Acquiring and shall not be released or impaired by the Merger. Further, all rights of creditors and other obligees and all liens on properties of either of the Target Corporations shall be preserved unimpaired.

**1.3 Additional Actions.** If, at any time after the Effective Time, Acquiring shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (i) vest, perfect or confirm of record or otherwise, in Acquiring its right, title or interest in, to or under any of the rights, properties or assets of each of the Target Corporations acquired or to be acquired by Acquiring as a result of, or in connection with, the Merger, or (ii) otherwise carry out the purposes of this Plan of Merger, each Target Corporation and the proper officers and directors of such Target Corporation shall be deemed to have granted to Acquiring an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments and assurances in law, (b) do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in Acquiring and (c) otherwise carry out the purposes of this Plan of Merger. The proper officers and directors of Acquiring are fully authorized in the name of each Target Corporation or otherwise to take any and all such actions.

**2. CONVERSION OF STOCK.** At the Effective Time:

(a) Each share of Common Stock of each of the Target Corporations ("Target Corporation's Common Stock"), which is issued and outstanding immediately prior to the Effective Time shall, ipso facto and without any action on the part of the holder thereof, be canceled.

(b) Each share of Target Corporation's Common Stock held by each Target Corporation as treasury stock, if any, shall be canceled.

(c) Each share of Acquiring Common Stock which is issued and outstanding immediately prior to the Effective Time shall remain outstanding and unaffected by the Merger.

**3. CORPORATE CHANGES.**

**3.1 Articles of Incorporation.** From and after the Effective Time, the Articles of Incorporation of Acquiring, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the surviving corporation.

**3.2 Bylaws.** From and after the Effective Time, the Bylaws of Acquiring, as in effect immediately prior to the Effective Time, shall be the Bylaw of the surviving corporation.

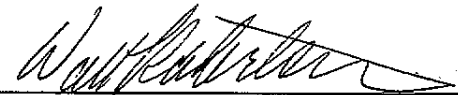
**3.3 Directors and Officers.** From and after the Effective Time, those persons who were directors and officers of Acquiring immediately prior to the Effective Time shall be the directors and officers of the surviving corporation.

**4. SHAREHOLDER APPROVAL.** It shall be a condition to the consummation of the Merger that the Merger and this Plan of Merger be submitted to the shareholders of each Target Corporation and Acquiring and be approved by a majority vote of the shareholders of each of such corporations.

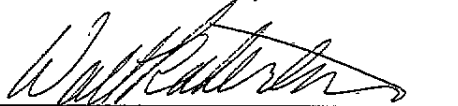
5. **GOVERNING LAW.** This Plan of Merger shall be governed by, and construed in accordance with, the laws of the Commonwealth of Kentucky without regard to its conflict of laws.

**IN WITNESS WHEREOF,** the parties hereto have caused this Plan of Merger to be executed on their behalf by their duly authorized officers as of the day and year first above written.

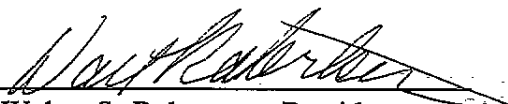
**HORSEMART SERVICES, INC.**

By:   
Walter S. Robertson, President

**FASIG-TIPTON KENTUCKY, INC.**

By:   
Walter S. Robertson, President

**FASIG-TIPTON FLORIDA, INC.**

By:   
Walter S. Robertson, President