

F 98000002090

ARTICLES OF MERGER

Sections 607.1101 - 607.1107, F.S.

600002872786--9

-05/12/99--01080--004

*****70.00 *****35.00

The attached form is to be used only when two or more profit corporations merge. This form is basic and may not meet your specific merger needs. The advice of an attorney is recommended.

Please complete only one Plan of Merger form.

Each domestic corporation must be in compliance with the applicable provisions of sections 607.1101 - 607.1104, F.S. and, if it is the surviving corporation of the merger, with section 607.1105, F.S.

Each foreign corporation must be in compliance with section 607.1105, F.S. if it is the surviving corporation of the merger.

Fees:

Filing Fee: \$35.00 for each merging and surviving corporation

Certified Copy (optional) \$8.75 for the first 8 pages, and \$1 for each additional page not to exceed a maximum of \$52.50.

Make checks payable to the Florida Department of State and mail to:

Mailing Address:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

With
5-28-99
MS

Street Address

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 27 AM 9:34

FILED



McAlister's Corporation • 400 Legacy Park Drive, Suite B • Ridgeland, MS 39157
Tel: (601) 956-0494 • Fax: (601) 957-0964

VIA U.S. MAIL

May 25, 1999

Mr. Doug Spitler
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: McAlister's Management Corporation
Foreign Corporation Withdrawal

Dear Mr. Spitler:

Pursuant to our conversation yesterday morning, enclosed please find a completed form for withdrawal of McAlister's Management Corporation from the State of Florida. Please use the money I previously sent for the merger towards the filing fee of \$35.00 for this matter and issue a refund of the remaining monies.

Thank you for your assistance in this matter and if you need any additional information, please do not hesitate to contact me directly.

Very truly yours,

A handwritten signature in cursive script that reads "Patrick K. Walls".

Patrick K. Walls
Vice President &
General Counsel

PKW/jra

Enclosure

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99 MAR 27 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 1999

PATRICK K. WALLS, ESQ.
SUITE B
400 LEGACY PARK DRIVE
RIDGELAND, MS 39157

SUBJECT: MCALISTER'S MANAGEMENT CORPORATION
Ref. Number: F98000002090

We have received your document for MCALISTER'S MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

IF YOU WOULD LIKE TO APPLY THE \$70.00 TO THE *Withdrawal* PAPERS, SEND THEM TO MY ATTENTION AND I WILL MAKE SURE THEY GET FILED.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 899A00028430

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

McAlister's Management Corporation
(Name of Corporation)

Mississippi

(Incorporated Under Laws Of)

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.

400 Legacy Park Drive, Suite B

(Mailing Address)

Ridgeland, Mississippi 39157

(City/ State /Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Patrick K. Walls
Signature

Vice President

Title

Patrick K. Walls

Typed or printed name

May 25, 1999

Date