

F99000004586

Document Number Only

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850) 222-1092
City State Zip Phone

CORPORATION(S) NAME

000002978570--6
-09/03/99-01069-017
*****70.00 *****70.00

WESTERNACE, Incorporated

Merging into: WESTERNACE, Inc.

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other use Filing |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 |
| | <input type="checkbox"/> Mail Out | <input checked="" type="checkbox"/> Pick Up |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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merger

CR2E031 (1-89)

File Signed

S. PAYNE SEP 3 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTERNCE, INCORPORATED, a FL corp., P98000013706

into

WESTERNCE, INC., a Delaware entity F99000004586

File date: September 3, 1999

Corporate Specialist: Susan Payne

LAW OFFICES

SLAGLE, BERNARD & GORMAN

A PROFESSIONAL CORPORATION
— Since 1919 —

600 PLAZA WEST BUILDING
4600 MADISON AVENUE
KANSAS CITY, MISSOURI 64112-3012

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GEORGE M. BOCK
OF COUNSEL

WARREN E. SLAGLE
(1915-1999)

*ADMITTED IN MISSOURI AND KANSAS

September 2, 1999

HAND DELIVERY

Florida Secretary of State
409 East Gain Street
Tallahassee, FL 32399

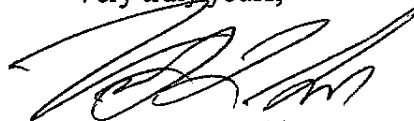
Re: WesternCE, Incorporated (Florida) into WesternCE, Inc., a Delaware corporation

Dear Sir or Madam:

Please find enclosed Agreement, Articles and Plan of Merger between WesternCE, Incorporated, a Florida corporation, and WesternCE, Inc., a Delaware corporation. I had several telephone conferences with representatives of your office, and they replied that there would be no problem including provisions peculiar to the state of Delaware in the Articles so long as all the necessary components of the Florida Business Corporation Act were also included. The courier will advance the filing fees necessary. Because we are on a short time frame, I would appreciate the opportunity to handle any omissions or other problems with the documents in a telephone conversation if possible.

I have also included an Application By Foreign Corporation For Authorization To Transact Business In Florida as well as the Certificate of Existence issued by Delaware. Please file these documents as well. Thank you.

Very truly yours,



Vincent L. Gualtier

VLG:bbk
Enclosures

DOCS-155777.

FILED

99 SEP -3 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT, ARTICLES AND PLAN OF MERGER
OF
WESTERNCE, INCORPORATED INTO WESTERNCE, INC.

Pursuant to The General Corporation Law of the State of Delaware, WESTERNCE, INCORPORATED, a Florida corporation (hereinafter referred to as "WESTERNCE (FLORIDA)", and WESTERNCE, INC., a Delaware corporation (hereinafter referred to as "WESTERNCE (DELAWARE)"), hereby execute the following Agreement, Articles and Plan of Merger.

The following articles of merger are being submitted in accordance with section(S) 607.1101, 607.1107, and 607.1105, of the Florida Business Corporation Act and Section 252 of the General Corporation Law of Delaware.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. WesternCE, Incorporated 5459 115 th Avenue North Clearwater, FL	Florida	Corporation

Florida Document/Registration Number: P98000013706

FEI Number: 59-3493338

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
WesternCE, Inc. 1209 Orange Street Wilmington, DE 19801	Delaware	Corporation

Florida Document/Registration Number: None/ Not Applicable

FEI Number: Applied For

THIRD: With respect to Florida:

A. The following Plan of Merger meets the requirements of section(s) 607.1108, 607.1105, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

B. If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

C. If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

D. If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(S) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

E. If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(S) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

F. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FOURTH: The Agreement, Articles and Plan of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

FIFTH: The Plan of Merger, pursuant to Section 252 of the General Corporation Law of Delaware and Section 607.1107 of the Florida Business Corporation Act, is as follows:

A. WesternCE (Florida) shall be merged into WesternCE (Delaware), and WesternCE (Delaware) shall be the surviving corporation and shall continue to conduct under the name WesternCE, Inc. the business formerly conducted by both of said corporations.

B. The terms and conditions of the merger, the mode of carrying the same into effect and the treatment of shares of WesternCE (Florida) and WesternCE (Delaware) are as follows:

1. Upon the effective date of the merger:

(a) Each of the 1,000 shares of common stock with a par value of \$1.00 per share of WesternCE (Florida) issued and outstanding shall be converted without further act or deed into Four Thousand Eight Hundred (4,800) shares of the common stock of WesternCE (Delaware) with a par value of \$.001. The holders of certificates evidencing shares of the common stock of WesternCE (Florida) presently issued and outstanding shall upon surrender thereof be entitled to and shall receive certificates of the common stock of WesternCE (Delaware) in accordance with this Section.

2. Upon the effective date of this merger, the separate existence of WesternCE (Florida) shall cease and said corporation shall be merged into WesternCE (Delaware) which shall survive such merger and shall continue its existence and shall, without other transfer, succeed to and possess all of the assets, properties, rights, privileges, powers, licenses, and franchises of WesternCE (Florida), and shall be subject to all of the debts, liabilities and duties of WesternCE (Florida) and all and singular the assets, properties, rights, privileges, powers, licenses and franchises of WesternCE (Florida) and all property, real, personal and mixed, and all debts due to WesternCE (Florida) on whatever account shall be vested in WesternCE (Delaware) as the surviving corporation; and all assets, property, rights, privileges, powers, licenses, franchises and all and every other interest shall be thereafter as effectively the property of WesternCE (Delaware) as the surviving corporation as they were of WesternCE (Florida); and the title to any real estate vested by deed or otherwise in WesternCE (Florida) shall not revert or be in any way impaired by reason of the merger. If at anytime WesternCE (Delaware) as the surviving corporation shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in the surviving corporation of the title of WesternCE (Florida) to any of its assets, properties, rights, interests, privileges, powers, licenses and franchises referred to above, the appropriate officers and directors of the surviving corporation are hereby authorized to execute and acknowledge all such instruments of further assurance and to do such other things either in the name of WesternCE (Florida) or in the name of WesternCE (Delaware) as the surviving corporation as may be requisite or desirable to carry out the purpose and provisions of this Plan of Merger.

C. Upon the effective date of the merger:

1. The present Articles of Incorporation of WesternCE (Delaware) shall continue to be the Articles of Incorporation of the surviving corporation without change.

2. The present Bylaws of WesternCE (Delaware) shall continue to be the Bylaws of the surviving corporation without change until altered or repealed in accordance with the provisions thereof.

D. The effective date of this Merger shall be upon the filing date of these Articles.

SIXTH: The laws of the State of Delaware and Florida permit this merger. The surviving corporation shall be governed by the laws of the State of Delaware.

SEVENTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

EIGHTH: The foregoing Plan of Merger was approved by the written consent of all directors of WesternCE (Florida) in accordance with Section 607.0821 and all shareholders in accordance with Section 607.0704 both of Florida Business Corporation Act. Of the 1,000 issued and outstanding shares of common stock with a par value of \$1.00 per share of WesternCE (Florida), the holders of all such shares approved said Plan of Merger by execution of unanimous written consent of all shareholders in accordance with Section 607.0704 of the Florida Business Corporation Act on September 2, 1999.

NINTH: The foregoing Plan of Merger was approved by the unanimous written consent of all directors of WesternCE Delaware in accordance with Section 141 of the General Corporation Law of Delaware. No capital stock of WesternCE (Delaware) has been issued and there are no stockholders entitled to vote. The date of adoption by the directors is September 2, 1999.

IN WITNESS WHEREOF, WesternCE (Florida) and WesternCE (Delaware) have caused the foregoing Articles of Merger to be executed by their duly authorized officers under their respective corporate seals this 2nd day of September, 1999.

WesternCE, Incorporated

By:

James E. Shultz, President

ATTEST:

Notary Sec.

"WesternCE Florida"

WesternCE, Inc.

By:

James E. Shultz, President

ATTEST:

Notary Secretary

"WesternCE Delaware"

STATE OF MISSOURI)
)ss.
COUNTY OF JACKSON)

I, the undersigned Notary Public, do hereby certify that on this 2nd day of September, 1999, personally appeared before me James E. Shultz, who being by me first duly sworn declared that he is the President of WesternCE, Incorporated, that he signed the foregoing instrument as President of the corporation, and that the statements therein contained are true.

Bonnie B. Kent
Notary Public

My commission expires:
BONNIE B. KENT
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: Sept. 25, 2000

STATE OF MISSOURI)
)ss.
COUNTY OF JACKSON)

I, the undersigned Notary Public, do hereby certify that on this 2nd day of September, 1999, personally appeared before me James E. Shultz, who being by me first duly sworn declared that he is the President of WesternCE, Inc., that he signed the foregoing instrument as President of the corporation, and that the statements therein contained are true.

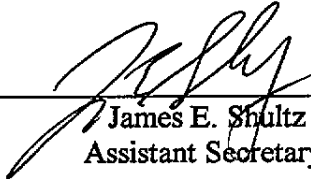
Notary Public

My commission expires:

CERTIFICATE

I, JAMES E. SHULTZ, Assistant Secretary of WesternCE, Inc., a corporation organized and existing under the laws of the state of Delaware, hereby certify, as such Assistant Secretary of said corporation, that the Agreement, Articles and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of WesternCE, Inc., a corporation in the state of Delaware, was duly submitted to the Board of Directors of said WesternCE, Inc. and pursuant to § 141 authorizing written consent of Directors in lieu of a meeting, and was authorized and approved by the Board of Directors. Said Assistant Secretary further states and certifies that no Stockholder vote is necessary because no capital stock of the corporation has been issued, all pursuant to and permitted by § 251(f) which provides that an Agreement of Merger that has been adopted by a Resolution of the Board of Directors prior to issuance of stock shall be appropriate.

Dated this 2nd day of September, 1999.



James E. Shultz
Assistant Secretary