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Division of Corporations
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From:
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FLORIDA DEPARTMENT OF STATE
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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

PS AMERICA, INC.

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PS 1/20/05
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H05000015938 3

ARTICLES OF MERGER
OF
PS MANAGEMENT COMPANY
AND
PS AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Attached hereto as Exhibit "A" and made a part hereof is the Plan of Merger for merging PS Management Company, a Florida corporation with and into PS America, Inc., a Pennsylvania corporation.

2. The shareholders of PS Management Company entitled to vote thereon approved and adopted the aforesaid Plan of Merger by a Unanimous Written Consent of the Stockholders and Directors in Lieu of a Joint Special Meeting dated December 30, 2004 in accordance with the provisions of the Florida Business Corporation Act.

3. The merger of PS Management Company with and into PS America, Inc. is permitted by the laws of the jurisdiction of organization of PS America, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the directors of PS America, Inc. was December 30, 2004.

4. The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State and for accounting presentation purposes, shall be treated as if the merger occurred on January 1, 2005.

Executed on December 30, 2004.

PS MANAGEMENT COMPANY,
a Florida corporation

By: 
James W. Traweck, President

PS, AMERICA INC.,
a Pennsylvania corporation

By: 
James W. Traweck, President

H05000015938 3

EXHIBIT "A"

PLAN MERGER

PLAN OF MERGER approved on December 30, 2004 by PS MANAGEMENT COMPANY, which is a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors and Shareholders on said date, and approved on December 30, 2004 by PS AMERICA, INC., which is a business corporation organized under the laws of the Commonwealth of Pennsylvania, and which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. PS MANAGEMENT COMPANY and PS AMERICA, INC. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation, to wit, PS AMERICA, INC., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of PS MANAGEMENT COMPANY, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

H05000015938 3

H05000015938 3

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into .614 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act and in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the terminating company and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

8. The effective date of this Plan of Merger for "accounting presentation purposes only" shall be January 1, 2005. The merger herein provided for shall become effective upon the date on which the Articles of Merger are filed with the Pennsylvania Department of State and with the Florida Department of State.

H05000015938 3