

F9900000006248

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA0000000005

REFERENCE:
(Sub Account) _____

DATE: 1-12-01

REQUESTOR NAME: Lexis Document Service

3953 WW Kelley Rd, Tallahassee, FL

ADDRESS: _____

EFFECTIVE DATE
1/15/01

Merging

TELEPHONE: (____) (____ - _____) ext (____)

CONTACT NAME: _____

Merging
CORPORATION NAME: Lodestar Tower Daytona, Inc. (into)
Lodestar Towers Southeast, Inc.

DOCUMENT NUMBER:
(if applicable) _____

AUTHORIZATION: _____

C. Woollyard
Cynthia J. Woollyard

☐ CERTIFIED COPY (1-9)
☒ CERTIFICATE OF STATUS (1-9)
☒ PLAIN STAMPED COPY

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:00
☐ Pick Up

500003535545--7

ADR
1/12/01

STATE
TALLAHASSEE
FLORIDA

01 JAN 12 PM 4:30

FILED

STATE
TALLAHASSEE
FLORIDA

01 JAN 12 AM 11:17

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

LODESTAR TOWER DAYTONA, INC., a Florida corporation M07593

into

LODESTAR TOWERS SOUTHEAST, INC., a Delaware entity F99000006248

File date: January 12, 2001 , effective January 15, 2001

Corporate Specialist: Annette Ramsey

Account number: FCA000000005

Amount charged: 70.00

EFFECTIVE DATE
1/15/01

CERTIFICATE OF MERGER
MERGING
LODESTAR TOWER DAYTONA, INC.
INTO
LODESTAR TOWERS SOUTHEAST, INC.

FILED
01 JAN 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act, Lodestar Towers Southeast, Inc., a Delaware corporation ("Lodestar Southeast" or the "Surviving Corporation") and Lodestar Tower Daytona, Inc., a Florida corporation ("Lodestar Daytona" or the "Disappearing Corporation"), do hereby certify as follows:

FIRST: The name of the surviving corporation is Lodestar Towers Southeast, Inc., a Delaware corporation. The name of the disappearing corporation is Lodestar Tower Daytona, Inc., a Florida corporation.

SECOND: Lodestar Towers, Inc., a Florida corporation ("Lodestar Towers"), owns all of the outstanding shares of capital stock of Lodestar Southeast and all of the outstanding shares of capital stock of Lodestar Daytona.

THIRD: The merger shall be effected in accordance with the Agreement and Plan of Merger (the "Plan") between Lodestar Southeast and Lodestar Daytona dated December 22, 2000. The Plan is attached hereto as Exhibit A.

FOURTH: The Plan was duly approved, adopted, certified, executed, and acknowledged on December 22, 2000 in accordance with Section 252 of the Delaware General Corporation Law. There are one hundred (100) shares of capital stock of Lodestar Southeast entitled to vote. All one hundred (100) shares of capital stock of Lodestar Southeast that were entitled to vote approved the Plan.

FIFTH: The Plan was duly approved, adopted, certified, executed, and acknowledged on December 22, 2000 in accordance with Section 607.1103 of the Florida Business Corporation Act. There are one hundred (100) shares of capital stock of Lodestar Daytona entitled to vote. All one hundred (100) shares of capital stock of Lodestar Daytona that were entitled to vote approved the Plan.

SIXTH: Pursuant to Sections 228 and 229 of the Delaware General Corporation Law, Lodestar Towers, the sole stockholder of Lodestar Southeast, waived all notice requirements.

SEVENTH: Pursuant to Sections 607.0704 and 607.0706 of the Florida Business Corporation Act, Lodestar Towers, the sole stockholder of Lodestar Daytona, waived all notice requirements.

EIGHTH: The merger shall be effective as of the close of business on January 15, 2001.

NINTH: The Certificate of Incorporation of Lodestar Southeast shall be the Certificate of Incorporation of the Surviving Corporation.

TENTH: The executed Plan is on file at the principal office of Lodestar Towers Southeast, Inc., which is located at 100 Regency Forest Drive, Suite 400, Cary, North Carolina 27511. A copy of the Plan may be obtained from the Secretary of Lodestar Southeast, upon request and without cost, by any shareholder of Lodestar Southeast or Lodestar Daytona.

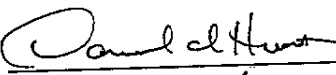
ELEVENTH: The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Lodestar Daytona. The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of Lodestar Daytona the amount, if any, to which such shareholders are entitled pursuant to Section 607.1302 of the Florida Business Corporation Act.

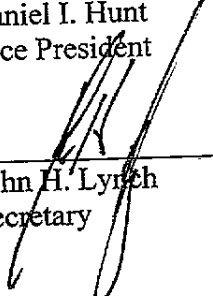
TWELFTH: This Certificate of Merger may be executed in counterparts, all of which taken together shall constitute a single instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

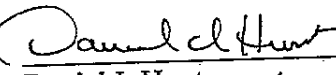
IN WITNESS WHEREOF, each of the parties has caused this Certificate of Merger to be executed on its behalf by its duly authorized officers as of the 22nd day of December, 2000.

LODESTAR TOWERS SOUTHEAST, INC.

By: 
Daniel I. Hunt
Vice President

By: 
John H. Lynch
Secretary

LODESTAR TOWER DAYTONA, INC.

By: 
Daniel I. Hunt
Vice President

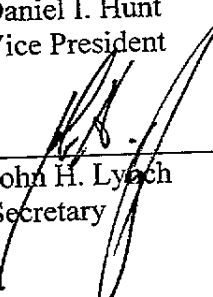
By: 
John H. Lynch
Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 22, 2000, by and between Lodestar Towers Southeast, Inc., a Delaware corporation located at 100 Regency Forest Drive, Suite 400, Cary, North Carolina 27511 ("Lodestar Southeast"), and Lodestar Tower Daytona, Inc., a Florida corporation located at 100 Regency Forest Drive, Suite 400, Cary, North Carolina 27511 ("Lodestar Daytona"). Pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act, the parties agree that Lodestar Daytona shall merge with and into Lodestar Southeast (the "Merger") according to the terms set forth below:

FIRST: The name of the surviving corporation is Lodestar Towers Southeast, Inc. (and as such, the "Surviving Corporation"). The name of the disappearing corporation is Lodestar Tower Daytona, Inc. Lodestar Towers, Inc., a Florida corporation ("Lodestar Towers"), owns all of the outstanding shares of capital stock of Lodestar Southeast and all of the outstanding shares of capital stock of Lodestar Daytona.

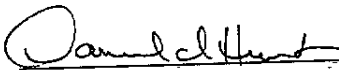
SECOND: The Merger shall be effective as of the close of business on January 15, 2001 (the "Effective Date"). Upon the Merger, the corporate existence of Lodestar Southeast, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of Lodestar Daytona, with all its purposes, powers and objects, shall be merged with and into Lodestar Southeast, and Lodestar Southeast, as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of Lodestar Daytona shall cease as of the Effective Date.

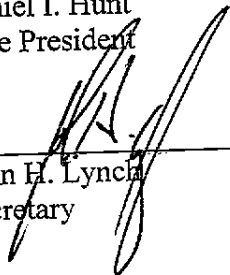
THIRD: As of the Effective Date, the issued and outstanding shares of the capital stock of Lodestar Southeast and Lodestar Daytona shall become and be converted into shares of stock of the Surviving Corporation or be canceled as follows: (A) the 100 shares of common stock of Lodestar Southeast that are presently owned by Lodestar Towers and are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become 100 shares of common stock of the Surviving Corporation; and (B) the certificate representing the 100 shares of Lodestar Daytona stock outstanding and presently owned by Lodestar Towers shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of Lodestar Southeast and Lodestar Daytona; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of Lodestar Southeast and Lodestar Daytona.

FOURTH: As of the Effective Date, the Certificate of Incorporation and the Bylaws of the Surviving Corporation shall be in the form of the existing Certificate of Incorporation and Bylaws of Lodestar Southeast.

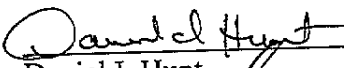
IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

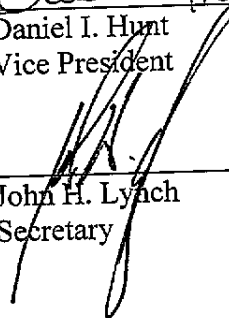
LODESTAR TOWERS SOUTHEAST, INC.

By: 
Daniel I. Hunt
Vice President

By: 
John H. Lynch
Secretary

LODESTAR TOWER DAYTONA, INC.

By: 
Daniel I. Hunt
Vice President

By: 
John H. Lynch
Secretary