

F99114

FILED  
00 NOV -3 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 887059 167868A

AUTHORIZATION

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : November 3, 2000

ORDER TIME : 2:23 PM

ORDER NO. : 887059-015

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst  
First Union Corporation  
One First Union Center, Nc0630  
Legal Division - Floor Tw-30  
Charlotte, NC 28288-0360

200003452222-15

ARTICLES OF MERGER

O.R.E.O., INC.

INTO

JPSD, INC.

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -3 PM 3:18  
TO ATTORNEY GENERAL  
SUFFICIENT FOR FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

G. COULLETTE NOV 06 2000

CONTACT PERSON: Jeanine Reynolds EXT 1133  
EXAMINER'S INITIALS: \_\_\_\_\_

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

O.R.E.O., INC., a Florida corporation, F99114

INTO

**JPSD, INC.**, a Delaware corporation not qualified in Florida.

File date: November 3, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

## ARTICLES OF MERGER

Merging

**O.R.E.O., INC.**

(a Florida corporation and  
referred to hereafter as the "Merging Corporation")

into

**JPSD, INC.**

(a Delaware corporation and  
referred to hereafter as the "Surviving Corporation")

FILED  
00 NOV -3 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

### Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Plan") providing for the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger").

### Section 2. Approval of Plan.

- (a) The sole shareholder of the Merging Corporation approved the Plan as of November 1, 2000. The sole shareholder of the Surviving Corporation was not required to approve the Plan.
- (b) The sole director of the Merging Corporation and the Surviving Corporation approved the Plan as of November 1, 2000.
- (c) The Merger is permitted by the law of the state under whose law the foreign corporation is incorporated and the foreign corporation has complied with, or upon making any required filings, will have complied with such law in effecting the Merger.

### Section 3. Effective Time.

The Effective Time of the Merger shall be immediately upon the filing of the Certificate and Articles of Merger.

**DATED** as of the 1st day of November, 2000.

Surviving Corporation:  
**JPSD, INC.**

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

Merging Corporation:  
**O.R.E.O., INC.**

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

## **AGREEMENT AND PLAN OF MERGER**

of

### **O.R.E.O., INC.**

(a Florida corporation and referred  
to hereinafter as the "Merging Corporation")

into

### **JPSD, INC.**

(a Delaware corporation and referred  
to hereinafter as the "Surviving Corporation")

This Agreement and Plan of Merger ("Plan") is entered into by and between the Merging Corporation and the Surviving Corporation pursuant to Section 607-1101 of the Florida 1989 Business Corporation Act and Section 252 of the Delaware General Corporation Law.

#### **Section 1. The Merger.**

Immediately upon the filing of the articles and certificate of merger (the "Effective Time"), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation. At the Effective Time, the separate existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue.

#### **Section 2. Name of Surviving Corporation; Certificate of Incorporation, Bylaws, Directors and Officers.**

The name of the Surviving Corporation shall be "JPSD, INC." The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation after the Effective Time shall be the directors and officers of the Surviving Corporation in office immediately prior to the Effective Time.

### **Section 3. Conversion and Exchange of Shares.**

At the Effective Time:

- (a) the outstanding shares of Common Stock of the Merging Corporation shall be canceled; and
- (b) the outstanding shares of Common Stock of the Surviving Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as the shares of Common Stock of the Surviving Corporation.

There are no other classes of stock outstanding of the Merging Corporation or the Surviving Corporation.

### **Section 4. Effect of the Merger.**

All of the assets of the Merging Corporation and the Surviving Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporation and the Surviving Corporation as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with applicable law.

### **Section 5. Amendment; Termination.**

This Plan may be amended at any time prior to the Effective Time by an amendment signed by the parties hereto and may be terminated or abandoned at any time prior to the Effective Time by the Surviving Corporation in writing, without the consent or joinder of the other party hereto.

[Signatures begin on next page.]

**IN WITNESS WHEREOF**, the Merging Corporation and the Surviving Corporation have caused this Plan to be signed by their duly authorized officers as of the 1st day of November, 2000.

Surviving Corporation:

**JPSD, INC.**

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

Attest: Lisa P. Clontz  
Name: Lisa P. Clontz  
Title: Assistant Secretary

Merging Corporation:

**O.R.E.O., INC.**

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

Attest: Lisa P. Clontz  
Name: Lisa P. Clontz  
Title: Assistant Secretary