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Of Counsel

G08207

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

June 1, 1999

VIA REGULAR MAIL

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

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-06/03/99--01042--010
*****87.50 *****87.50

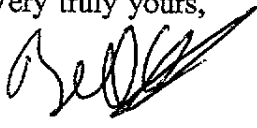
Re: California State Distributors, Inc.; Merger with and into Florida State Distributors, Inc.

Gentlemen:

Enclosed is the original and two (2) copies of the Articles of Merger of California State Distributors, Inc. with and into Florida State Distributors, Inc., together with a check for \$87.50 to cover the filing fee and certified copy fee.

Once the Articles of Merger have been filed, please return two (2) certified copies to this office. Please call with any questions you may have.

Very truly yours,


William P. Weatherford, Jr.

merger
6-10-99
WPS

WPWjr

Enclosures

cc: Jeffrey P. Milhausen, Esquire

E:\WPW\CLIENT\FSD\MERGER\SECOFF L.L.T.R

Dawn Deloe
AUTHORIZATION BY PHONE TO
CORRECT *FLORIDA to CA*
DATE *6-10-99*
DOC. EXAM *WPS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN -3 AM 9:22

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

CALIFORNIA STATE DISTRIBUTORS, INC., a non qualified California
corporation

INTO

FLORIDA STATE DISTRIBUTORS, INC., a Florida corporation, G08207

File date: June 3, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER OF
CALIFORNIA STATE DISTRIBUTORS, INC. WITH AND INTO
FLORIDA STATE DISTRIBUTORS, INC.

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of CALIFORNIA STATE DISTRIBUTORS, INC., a California corporation, with and into FLORIDA STATE DISTRIBUTORS, INC., a Florida corporation, with FLORIDA STATE DISTRIBUTORS, INC. being the surviving corporation, as set forth on Exhibit "A" attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents as of May 24, 1999.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED as of May 24, 1999.

CALIFORNIA STATE DISTRIBUTORS, INC.

By: _____

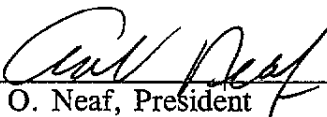
Arthur O. Neaf, President

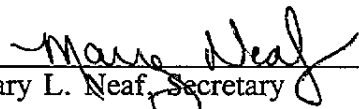
Attest: _____

Mary L. Neaf, Secretary

FILED
99 JUN -3 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA STATE DISTRIBUTORS, INC.

By: 
Arthur O. Neaf, President

Attest: 
Mary L. Neaf, Secretary

E:\WPW\CLIENT\FSD\MERGER\MERGER.ART

EXHIBIT "A"

PLAN OF MERGER OF CALIFORNIA STATE DISTRIBUTORS, INC. WITH AND INTO FLORIDA STATE DISTRIBUTORS, INC.

1. CALIFORNIA STATE DISTRIBUTORS, INC., a CA corporation, shall merge with and into FLORIDA STATE DISTRIBUTORS, INC., a Florida corporation, with FLORIDA STATE DISTRIBUTORS, INC. as the surviving corporation.

2. Upon the consummation of the merger of CALIFORNIA STATE DISTRIBUTORS, INC. with and into FLORIDA STATE DISTRIBUTORS, INC., the separate existence of CALIFORNIA STATE DISTRIBUTORS, INC. shall cease. FLORIDA STATE DISTRIBUTORS, INC., as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of FLORIDA STATE DISTRIBUTORS, INC. shall not be affected by the merger and upon the merger, FLORIDA STATE DISTRIBUTORS, INC., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of CALIFORNIA STATE DISTRIBUTORS, INC. prior to the merger as provided in §607.1106 of the Florida Statutes. Further, as provided in §607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with CALIFORNIA STATE DISTRIBUTORS, INC. shall be preserved and remain unimpaired by the merger, all liens upon the properties of CALIFORNIA STATE DISTRIBUTORS, INC. shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of CALIFORNIA STATE DISTRIBUTORS, INC. shall henceforth attach to FLORIDA STATE DISTRIBUTORS, INC. and may be enforced against FLORIDA STATE DISTRIBUTORS, INC. to the same extent as if such obligations and duties has been incurred by FLORIDA STATE DISTRIBUTORS, INC.. Additionally, any existing claim or action or proceeding pending by or against CALIFORNIA STATE DISTRIBUTORS, INC. or FLORIDA STATE DISTRIBUTORS, INC. may be continued as if the merger did not occur or FLORIDA STATE DISTRIBUTORS, INC. may be substituted in such proceedings for CALIFORNIA STATE DISTRIBUTORS, INC..

3. The manner and basis of converting the shares of CALIFORNIA STATE DISTRIBUTORS, INC. and FLORIDA STATE DISTRIBUTORS, INC. into shares of FLORIDA STATE DISTRIBUTORS, INC. are as follows:

a. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of FLORIDA STATE DISTRIBUTORS, INC. issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock of CALIFORNIA STATE DISTRIBUTORS, INC. issued and outstanding shall be converted into one (1) share of common stock, One Dollar (\$1.00) par value, of FLORIDA STATE DISTRIBUTORS, INC. The total consideration that the shareholders of CALIFORNIA STATE DISTRIBUTORS, INC. shall receive for the one thousand (1,000) shares of outstanding par value common stock of CALIFORNIA STATE DISTRIBUTORS, INC. shall be one thousand (1,000) shares of One Dollar (\$1.00) par value common stock of FLORIDA STATE DISTRIBUTORS, INC.

4. The Articles of Incorporation of FLORIDA STATE DISTRIBUTORS, INC. in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of FLORIDA STATE DISTRIBUTORS, INC., except that Article III of the Articles of Incorporation of FLORIDA STATE DISTRIBUTORS, INC. shall be amended in its entirety to read as follows:

"ARTICLE III - Capital Stock. The maximum number of shares of capital stock this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of \$1.00 per share."

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

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