

G 20498

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Merging into:

Preston H. Haskell

~~10~~ Merger

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CR2E031 (1-89)

ARTICLES OF MERGER  
Merger Sheet

MERGING:

THE HASKEL COMPANY, a Florida corporation, 296847.

INTO

PRESTON H. HASKELL COMPANY which changed its name to  
**THE HASKELL COMPANY**, a Florida entity, G20498.

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Thelma Lewis

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
THE HASKELL COMPANY, a Florida corporation  
INTO  
PRESTON H. HASKELL COMPANY, a Florida corporation

EFFECTIVE DATE  
12-31-99

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations, organized and existing under and by virtue of the Business Corporation Act of the State of Florida.

DO HEREBY CERTIFY THAT:

1. The Haskell Company, a Florida corporation ("THC") is merging with and into Preston H. Haskell Company, a Florida corporation ("PHHCo" or the "Surviving Corporation").
2. A plan of merger was duly adopted by the Board of Directors and by the shareholders of each constituent corporation on December 20, 1999 and a Plan and Agreement of Merger (the "Plan of Merger") dated as of December 20, 1999 by and between THC and PHHCo setting forth such plan of merger, has been executed and acknowledged by each of the constituent corporations all in accordance with the requirements of Section 607.1103 of the Business Corporation Act of the State of Florida. A copy of the Merger Agreement is attached hereto.
3. Contemporaneous with and as a result of the Merger the name of the Surviving Corporation shall be changed to The Haskell Company. This name change has been duly approved by the Board of Directors and shareholders of PHHCo. The Amended and Restated Articles of Incorporation of the PHHCo as the Surviving Corporation shall otherwise remain unchanged.
4. The effective time and date of the Merger shall be 5:00 p.m., December 31, 1999.

IN WITNESS WHEREOF, the undersigned have caused these Articles to be signed by their authorized officers this 21<sup>st</sup> day of December, 1999.

THE HASKELL COMPANY,  
a Florida corporation

✓ BY: [Signature]

TITLE: C.E.O.

PRESTON H. HASKELL COMPANY,  
a Florida corporation

✓ BY: [Signature]

TITLE: President

**PLAN AND AGREEMENT OF MERGER**

**OF  
THE HASKELL COMPANY,  
a Florida corporation**

**INTO**

**PRESTON H. HASKELL COMPANY,  
a Florida corporation**

PLAN AND AGREEMENT OF MERGER dated as of December 20, 1999,  
by and between The Haskell Company and Preston H. Haskell Company, as approved by  
the Board of Directors of each of said corporations:

1. As of the Effective Time, defined below, the Haskell Company, a Florida corporation ("THC") shall be merged with and into Preston H. Haskell Company, a Florida corporation (the "Surviving Corporation").
2. The separate existence of THC (hereinafter referred to as the "Disappearing Corporation") shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Act of the State of Florida.
3. The Surviving Corporation shall adopt and assume all doing business or assumed names of the Disappearing Corporation.
4. The Plan of Merger has been duly approved by the shareholders of each of the Disappearing Corporation.
5. Each issued share of the Disappearing Corporation shall, upon the effective date of the merger, be canceled and one share of the Surviving Corporation shall be issued in exchange therefor, provided no shares of the Surviving Corporation shall be issued in exchange for shares of the Disappearing Corporation owned by the Surviving Corporation immediately prior to the merger.
6. The Surviving Corporation shall assume all the obligations of the Disappearing Corporation.
7. The Surviving Corporation shall continue its existence pursuant to the provisions of the Business Corporation Act of the State of Florida.

8. The name of the Surviving Corporation upon the Effective Time of the Merger shall be changed to The Haskell Company. Otherwise, the articles of incorporation of the Surviving Corporation upon the effective date of the merger shall continue to be the articles of incorporation of said Surviving Corporation.

9. The bylaws of the Surviving Corporation upon the effective date of the merger shall continue to be the bylaws of said Surviving Corporation.

10. Upon the Effective Time of the merger, the following persons will serve as the directors of the Surviving Corporation, all of whom shall hold their directorships until the election, choice and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation:

Preston H. Haskell  
Steven Halverson  
C. Edward Vandergriff  
John R. Cobb  
Hans G. Tanzler, III


John H. Patton  
Robert W. Soulby  
Gregory Ferrell  
James A. Gray  
David L. Engdahl

11. So that the merger herein provided for shall have been fully authorized in accordance with the provisions of the Business Corporation Act of the State of Florida, the Disappearing Corporation and the Surviving Corporation hereby agree 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, that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

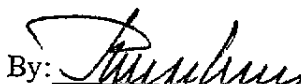
12. The merger shall be effective as of 5:00 pm on December 31, 1999 (the "Effective Time").

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each of the constituent corporations parties hereto as of the date first above written.

THE HASKELL COMPANY

By:   
Name: Preston H. Haskell  
Title: C. E. O.

PRESTON H. HASKELL COMPANY

By:   
Name: Preston H. Haskell  
Title: President