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CORPORATION(S) NAME

Merge

Poma Acquisition Corp.  
merged into:  
Poma Corporation

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

POM ACQUISITION CORP., a Florida corporation P99000010287

INTO

**POMA CORPORATION**, a Florida corporation, G57923.

File date: February 17, 1999

Corporate Specialist: Annette Ramsey

## ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Poma Acquisition Corp. 9040 Bevedere Road West Palm Beach, Florida 33411	Florida	Corporation

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Poma Corporation 9040 Bevedere Road West Palm Beach, Florida 33411	Florida	Corporation

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

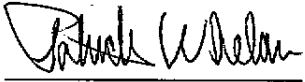

**FIFTH:** Adoption of Merger by **surviving** corporation:

The Plan of Merger, and the Amended and Restated Articles attached thereto as Exhibit A, was adopted by the shareholders of the surviving corporation on February 16, 1999.

**SIXTH:** Adoption of Merger by **merging** corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on February 16, 1999.

**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Poma Acquisition Corp.		Patrick F. Whelan , President
Poma Corporation		Patrick F. Whelan , Chairman

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S.

**FIRST:** The exact name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Poma Acquisition Corp.	Florida

**SECOND:** The exact name and jurisdiction of the **subsidiary** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Poma Corporation	Florida

**THIRD:** The manner and basis of converting the shares of the subsidiary or parent into shares, obligations or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows: Each share of Poma Corporation issued and outstanding immediately prior to the effective time of the merger shall, by virtue of the merger and without any action on the part of Poma Corporation or the holder thereof, cease to be outstanding, be cancelled and retired without payment of any consideration therefore and shall cease to exist. Each share of Poma Acquisition Corp. ("*Acquisition Corp.*") shall be cancelled at the effective time of the merger, and one hundred (100) shares of common stock of Poma Corporation, the surviving entity of the merger (the "*Surviving Corporation*"), shall be issued in exchange for all of the issued and outstanding shares of Acquisition Corp.

**FOURTH:** Provision for the pro rata issuance of shares of the subsidiary (Surviving Corporation) to the holders of the shares of the parent corporation (Acquisition Corp.) upon surrender of any certificates is as follows: At the effective time of the merger, the owner of one hundred percent (100%) of the issued and outstanding shares of Acquisition Corp. (100 shares) shall be issued in exchange therefor one hundred (100) shares of common stock of the Surviving Corporation.

**FIFTH:** Other provisions relating to the merger are as follows:

(1) Acquisition Corp. shall be merged with and into Surviving Corporation, with Surviving Corporation being the surviving entity.

Surviving Corporation shall succeed to and possess all the rights, privileges, powers and franchises and be subject to all of the debts, liabilities and duties of Acquisition Corp.

(3) The Certificate of Incorporation of Poma Corporation shall be the Certificate of Incorporation of the Surviving Corporation, amended and restated in the form attached hereto as Exhibit A, and shall continue in full force and effect until sooner amended or changed as permitted by the Florida Business Corporation Act.

(4) The By-laws of Acquisition Corp. shall be the By-laws of the 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 Florida Business Corporation Act.

(5) The incumbent members of the Board of Directors and officers of Acquisition Corp. at the effective time of the merger shall continue as the members of the Board of Directors and the officers, respectively, 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 By-laws of the Surviving Corporation.

EXHIBIT A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**POMA CORPORATION**

**FIRST:** The name of the corporation is: Poma Corporation.

**SECOND:** The street address of the principal office and mailing address of the corporation is:

Poma Corporation  
9040 Belvedere Rd.  
West Palm Beach, Florida 33411

**THIRD:** The number of shares the corporation is authorized to issue is: one thousand (1,000) shares of common stock, \$.01 par value per share.

**FOURTH:** The street address of the registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

**FIFTH:** These Amended and Restated Articles of Incorporation are adopted as of February 16, 1999.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: Feb. 16, 1999

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB 17 AM 11:55

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