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Division of Corporations

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G94341

Florida Department of State
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MERGER OR SHARE EXCHANGE

THE NEWPORT GROUP, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

P.A.J.E.S., INC., a Florida corporation, P97000099009

INTO

THE NEWPORT GROUP, INC., a Florida entity, G94341

File date: December 21, 2001

Corporate Specialist: Darlene Connell

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Department of State 12/21/2001 10:51 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2001

THE NEWPORT GROUP, INC.
% JAMES M. CAMPISI
300 INTERNATIONAL PKWY. #270
HEATHEROW, FL 32746

SUBJECT: THE NEWPORT GROUP, INC.
REF: G94341

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000123105
Letter Number: 401A00066800

Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

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**ARTICLES OF MERGER
OF P.A.J.E.S., INC.
WITH AND INTO THE NEWPORT GROUP, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

Attached hereto is the Plan of Merger of P.A.J.E.S., Inc., a Florida corporation, with and into The Newport Group, Inc., a Florida corporation, with The Newport Group, Inc. being the surviving corporation.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the Board of Directors of P.A.J.E.S., Inc. by resolutions adopted by Written Consents dated December 20, 2001. The Plan of Merger was approved by the shareholders and the Board of Directors of The Newport Group, Inc. by resolutions adopted by Written Consents dated December 20, 2001.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date the Articles of Merger are filed with the Florida Department of State.

DATED this 20 day of December, 2001.

P.A.J.E.S., INC.

By: _____

James M. Campisi, President

THE NEWPORT GROUP, INC.

By: _____

Peter S. Cahall, Chairman and CEO

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**PLAN OF MERGER OF P.A.J.E.S., INC.
WITH AND INTO THE NEWPORT GROUP, INC.**

1. P.A.J.E.S., Inc., a Florida corporation ("PAJES"), shall merge with and into The Newport Group, Inc., a Florida corporation ("Newport Group"), with Newport Group as the surviving corporation.

2. Upon the consummation of the merger of PAJES with and into Newport Group, the separate existence of PAJES shall cease. Newport Group, 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 Newport Group shall not be affected by the merger and upon the merger, Newport Group, 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 PAJES prior to the merger as provided in Section 607.1106, Florida Statutes. Further, as provided in Section 607.1106, Florida Statutes, all rights of creditors and any person or persons dealing with PAJES shall be preserved and remain unimpaired by the merger, all liens upon the properties of PAJES shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of PAJES shall henceforth attach to Newport Group and may be enforced against Newport Group to the same extent as if such obligations and duties has been incurred by Newport Group. Additionally, any existing claim or action or proceeding pending by or against PAJES or Newport Group may be continued as if the merger did not occur or Newport Group may be substituted in such proceedings for PAJES.

3. The manner and basis of converting the shares of PAJES and Newport Group into shares of Newport Group are as follows:

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

3.2 At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of PAJES issued and outstanding shall be extinguished and canceled on the books of PAJES. Because of the mutual identity of the shareholders of PAJES and Newport Group, no additional shares of common stock of Newport Group shall be issued to the shareholders of PAJES as a result of the merger.

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