

LAW OFFICES
FISHBACK, DOMINICK, BENNETT, STEPTER,
ARDAMAN, AHLERS & BONUS
170 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801-2397

G. BEN FISHBACK (1893-1983)

MARK F. AHLERS
A. KURT ARDAMAN
JOHN F. BENNETT
PHILIP F. BONUS
JOHN M. CACCIATORE
JULIAN K. DOMINICK
MICHAEL T. SHERIDAN
CHARLES R. STEPTER, JR.

H396371
FILED
98 JAN -2 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (407) 425-2786
FAX (407) 425-2863

December 30, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

300002388039--7
-01/02/98--01019--006
***122.50 ***122.50

Re: Merger Agreement between Hineco Leasing, Inc. and Florida Carbonic Distributor, Inc.

Enclosed two executed copies of Merger Agreement between Hineco Leasing, Inc. and Florida Carbonic Distributor, Inc.

Also enclosed is check for \$122.50 for the filing of the same and a certified copy of the Agreement.

Thank you for your prompt attention to this filing.

Very truly yours,



JULIAN K. DOMINICK

JKD/gk
Enclosures

VS JAN 1 2 1998

Merger

H39637

ARTICLES OF MERGER
Merger Sheet

MERGING:

HINECO LEASING, INC., a Florida corporation, J29622

INTO

FLORIDA CARBONIC DISTRIBUTOR, INC., a Florida corporation, H39637

File date: January 2, 1998

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER

**AGREEMENT OF MERGER BETWEEN
HINECO LEASING, INC. AND FLORIDA CARBONIC DISTRIBUTOR, INC.
WITH FLORIDA CARBONIC DISTRIBUTOR, INC. AS SURVIVING CORPORATION**

FILED
98 JAN -2 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT dated November 21, 1997, between HINECO LEASING, INC., a corporation organized under the laws of the State of Florida, hereinafter sometimes called the constituent corporation, and FLORIDA CARBONIC DISTRIBUTOR, INC., a corporation organized under the laws of the State of Florida, hereinafter sometimes called the surviving corporation.

WHEREAS, HINECO LEASING, INC. was incorporated under the laws of the State of Florida on the 20th day of August, 1986, the authorized capital stock of this corporation is 100 shares of \$1.00 par value common stock, all of which are issued and outstanding, and

WHEREAS, FLORIDA CARBONIC DISTRIBUTOR, INC. was incorporated under the laws of the State of Florida on the 25th day of January, 1985, the authorized capital stock of this corporation is 100 shares of common stock of no par value all of which are issued and outstanding, and

WHEREAS, the shareholders of the constituent corporation and the surviving corporation, respectively, deem it advisable and in the best interests of the corporations and their stockholders that the constituent corporation be merged into FLORIDA CARBONIC DISTRIBUTOR, INC., and the constituent corporation desires that it so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual promises and conveyances herein contained, it is hereby agreed between the parties hereto acting in pursuance of the provisions of Chapter 607 of Florida Statutes that the constituent corporation be merged into FLORIDA CARBONIC DISTRIBUTOR, INC., and the parties hereto hereby agree to and prescribe

the terms and conditions of such merger, the mode of carrying the same into effect and state such facts necessary to be set out in the Articles of Incorporation as can be stated in the case of a merger as well as the manner of converting shares of the constituent corporation into the shares of the surviving corporation with other terms and provisions deemed necessary, effective as of November 30, 1997.

I.

HINECO LEASING, INC. shall be merged into FLORIDA CARBONIC DISTRIBUTOR, INC., and the corporate existence of HINECO LEASING, INC. shall cease.

II.

The general nature of the business of FLORIDA CARBONIC DISTRIBUTOR, INC., the surviving corporation, shall be to engage in any activity or business permitted under the laws of the United States and the State of Florida.

III.

The maximum number of shares of capital stock that the surviving corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock without nominal or par value.

IV.

The amount of capital with which the surviving corporation will begin business shall be in excess of Five Hundred Dollars (\$500.00).

V.

The surviving corporation shall have perpetual existence.

VI.

The principal place of business of the surviving corporation shall be at 1610 S. Division Avenue, Orlando, Florida 32805, with the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America.

The name of the registered agent of FLORIDA CARBONIC DISTRIBUTOR, INC. is HERBERT V. HINELY and the address of the registered agent is: 1610 S. Division Avenue, Orlando, Florida 32805.

VII.

The number of directors of FLORIDA CARBONIC DISTRIBUTOR, INC. shall be not less than three nor more than seven and shall be an odd number. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than three.

VIII.

The names and addresses of the initial shareholders of the surviving corporation are:

HERBERT V. HINELY	1610 S. Division Avenue Orlando, Florida 32805
DANIEL R. JOHNSON	1610 S. Division Avenue Orlando, Florida 32805
DARLENE JOHNSON	1610 S. Division Avenue Orlando, Florida 32805

IX.

The present By-Laws of FLORIDA CARBONIC DISTRIBUTOR, INC., insofar as not

inconsistent with this Agreement of Merger, shall be the By-Laws of the surviving corporation unless and until altered, amended or appealed as therein provided.

X.

Immediately upon this Agreement of Merger becoming effective, the shares of the constituent corporation shall ipso facto and without any other action on the part of the respective holders thereof, become and be converted into shares of stock of the surviving corporation as follows:

A. Each outstanding share of stock of HINECO LEASING, INC. shall become and be converted into nine/tenths (.9) share of common stock of the surviving corporation.

B. Each outstanding share of stock of FLORIDA CARBONIC DISTRIBUTOR, INC. shall become and be converted into four and one-half (4 1/2) shares of common stock of the surviving corporation.

XI.

This Agreement shall be submitted to the shareholders of the constituent corporation and the surviving corporation and upon favorable votes of a majority of the outstanding stock by the shareholders, the same shall be adopted and the Secretary of each of the said corporations shall certify to the fact of the approval on this Agreement under the seal of the corporation and the merger shall be completed upon the filing and recording of the same in the office of the Secretary of State of Florida and when approved by that office.

XII.


When this Agreement of Merger shall have been signed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida, the separate existence of the constituent corporation shall cease and the constituent corporation shall be merged into the surviving corporation

in accordance with the provisions of this Agreement, possessing all the rights, privileges, powers, franchises and properties, real, personal and mixed, belonging to the constituent corporation however acquired, and all debts, contracts, liabilities, obligations and duties of the constituent corporation shall thenceforth attach to the merged corporation and may be enforced against the surviving corporation to the same extent as if said debts, liabilities and duties had been incurred and contracted by it.

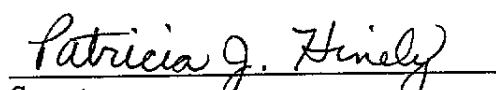
If at any time after the effective date of the merger, the surviving corporation shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in the surviving corporation of the title of the constituent corporation to any of its properties or rights, the appropriate officers and directors of the surviving corporation are hereby authorized to execute and acknowledge all such instruments of further assurance and to do such other acts or things either in the name of the constituent corporation, or in the name of the surviving corporation, as may be required or desirable to carry out the purposes of this Agreement of Merger as herein above expressed.

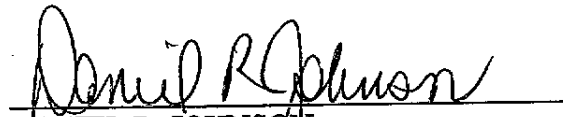
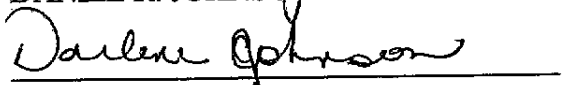
IN WITNESS WHEREOF, this Agreement of Merger has been signed by the Shareholders of the parties hereto under their respective corporate seals of the day and year first above written.

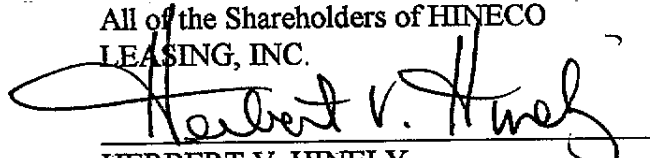
ATTEST:


Secretary
DANIEL R. JOHNSON
Print Name

ATTEST:


Secretary
Patricia J. Hinely
Print Name


DANIEL R. JOHNSON

DARLENE JOHNSON
All of the Shareholders of HINECO
LEASING, INC.


HERBERT V. HINELY
The sole shareholder of FLORIDA
CARBONIC DISTRIBUTOR, INC.

CERTIFICATE

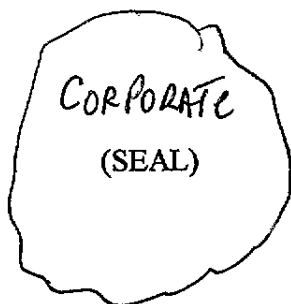
The undersigned Secretary of HINECO LEASING, INC. hereby certifies that the foregoing Agreement was submitted to the shareholders of HINECO LEASING, INC. at a special meeting, that all of the shareholders waived notice of the time, place and purpose of the said meeting, and that all of the shareholders adopted the said Agreement and executed the same.



Daniel R. Johnson
Secretary
DANIEL R. JOHNSON
Print Name

CERTIFICATE

The undersigned Secretary of FLORIDA CARBONIC DISTRIBUTOR, INC. hereby certifies that the foregoing Agreement was submitted to the sole shareholder of FLORIDA CARBONIC DISTRIBUTOR, INC. at a special meeting, that he waived notice of the time, place and purpose of the said meeting, and that he adopted the said Agreement and executed the same.



Patricia J. Hinely
Secretary
Patricia J. Hinely
Print Name

Attest:

Patricia J. Hinely
Secretary

Patricia J. Hinely
Print Name

HINECO LEASING, INC.

BY: Darlene Johnson
DARLENE JOHNSON, President

STATE OF FLORIDA
COUNTY OF ORANGE

On this day personally appeared before me, the undersigned officer duly authorized under the laws of Florida to take acknowledgments, DARLENE JOHNSON, President of HINECO LEASING, INC., a Florida corporation, and acknowledged that she executed the above and foregoing Merger Agreement as such officer for and on behalf of said corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Orlando, Orange County, Florida, this 12th day of December, 1997.

Personally Known ✓



BRIAN L. SULLIVAN
My Commission CC483612
Expires Jul. 25, 1999
Bonded by ANB
800-852-5878

Notary Public

Brian L. Sullivan

Print Name

My Commission Expires: 7-25-99

Attest:

Patricia J. Hinely
Secretary

Patricia J. Hinely
Print Name

FLORIDA CARBONIC DISTRIBUTOR, INC.

BY: Herbert V. Hinely

HERBERT V. HINELY, President

STATE OF FLORIDA
COUNTY OF ORANGE

On this day personally appeared before me, the undersigned officer duly authorized under the laws of Florida to take acknowledgments, HERBERT V. HINELY, President of FLORIDA

CARBONIC DISTRIBUTOR, INC., a Florida corporation, and acknowledged that he executed the above and foregoing Merger Agreement as such officer for and on behalf of said corporation after having been duly authorized so to do.

WITNESS by hand and official seal at Orlando, Orange County, Florida, this 12th day of December, 1997.

Personally Known ✓



BRIAN L. SULLIVAN
My Commission CC483812
Expires Jul. 25, 1999
Bonded by ANB
800-852-5878

Signature of Notary Public-State of Florida

Brian L. Sullivan

Print Name

My Commission Expires:

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY accept the designation, duties and responsibilities as REGISTERED AGENT of FLORIDA CARBONIC DISTRIBUTOR, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

HERBERT V. HINELY, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of December, 1997, by HERBERT V. HINELY, described as the REGISTERED AGENT for FLORIDA

CARBONIC DISTRIBUTOR, INC., and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.



BRIAN L SULLIVAN
My Commission CC483812
Expires Jul. 25, 1999
Bonded by ANB
800-852-5878

Signature of Notary Public-State of Florida

Brian L. Sullivan

Print Name

My Commission Expires: 7-25-99

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____