

H47497

ARTICLES OF MERGER
Merger Sheet

MERGING:

CELCORE, INC., a Florida corporation (Document #H47497)

INTO

CNCBLK.MTN, INC., a North Carolina corporation not qualified in Florida.

File date: June 16, 1997

Corporate Specialist: Louise Flemming-Jackson

WESTON HURD
FALLON PAISLEY & HOWLEY L.L.P.
COUNSELLORS AT LAW

Dana A. Rose
216/687-3342
DAR2500@mcimail.com

June 11, 1997

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

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-06/16/97--01020--009
*****70.00 *****70.00

Attention: Amendment Section

Re: **Articles and Plan of Merger of Celcore, Inc., a Florida Corporation, Into
CNCBLK.MTN., Inc., a North Carolina Corporation**
Our File No. 14241-03956

Ladies and Gentlemen:

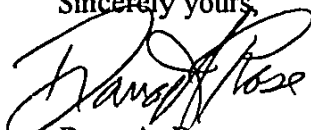
For filing with your office I am enclosing an original executed copy of the Articles and Plan of Merger of Celcore, Inc., a Florida corporation, into CNCBLK.MTN, Inc., a North Carolina corporation.

A check in the amount of \$70.00 payable to the Florida Department of State is also enclosed to cover the requisite filing fee.

I have enclosed an additional copy of the Articles and Plan and would ask that you stamp it with the time receipt of your office and return it to me in the self-addressed postage paid envelope provided for your convenience.

I appreciate your assistance and should you have any questions, please feel free to contact me at the above listed address and phone numbers.

Sincerely yours,


Dana A. Rose

DAR/jaj
Enclosures
C:\WP51\ROSE\CELCORE\FLORIDA.LTR

FILED
97 JUN 16 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
merger
LFT
6-34-97

FILED
97 JUN 16 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER OF
CELCORE, INC., A FLORIDA CORPORATION,
INTO CNCBLK.MTN, INC., A NORTH CAROLINA CORPORATION

Pursuant to §§605.1101, 605.1105 and 605.1107 of the Florida Business Corporation Act and §§ 55-11-01, 55-11-05 and 55-11-07 of the Business Corporation Act of North Carolina, the undersigned corporations have adopted the following articles of merger and the plan of merger set forth therein:

FIRST: The plan of merger is as follows:

RECITALS

A. The North Carolina corporation, CNCBLK.MTN., Inc. (hereinafter at times referred to as "Survivor") is a corporation organized and existing under the laws of the State of North Carolina, and its principal office in North Carolina has been and will continue to be located at 775 U.S. Highway West, Black Mountain, North Carolina 28711.

B. Survivor has 1,000 authorized shares of no par value common stock of which 50 shares are issued and outstanding and owned by Stevens Painton Corporation, an Ohio corporation (at times hereinafter "Sole Shareholder").

C. The Florida Corporation, Celcore, Inc. (hereinafter at times referred to as the "Absorbed Corporation") is a corporation organized and existing under the laws of the State of Florida.

D. Sole Shareholder is the only shareholder of the Absorbed Corporation and owns 100% of the outstanding shares of common stock of the Absorbed Corporation.

E. Sole Shareholder and all of the directors of each of the Survivor and of the Absorbed Corporation deem it desirable and in the best interests of said corporations and their Sole Shareholder that the Absorbed Corporation be merged into Survivor pursuant to the provisions of the Florida Business Corporation Act and the North Carolina Business Corporation Act.

In consideration of the foregoing, the mutual covenants herein and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. Absorbed Corporation shall merge with and into Survivor, which shall be the sole surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Survivor shall succeed to all the rights, privileges, immunities, franchises and property of the Absorbed Corporation, without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Conversion of Shares. Inasmuch as Stevens Painton Corporation owns 100% of the outstanding shares of the Absorbed Corporation and of the Survivor, following the merger, said shareholder shall continue to hold and own 100% (50 shares) of the outstanding shares of stock of the Survivor.

As soon as practicable, the shareholder of the Absorbed Corporation shall surrender its certificates of shares to the Survivor in such manner as the Survivor shall legally require. Thereafter, Sole Shareholder shall continue to own 100% of the outstanding shares of stock of the Survivor.

4. Absorbed Corporation's North Carolina Certificate of Authority. Upon effectiveness of the merger, the North Carolina Certificate of Authority for Celcore, Inc., the Absorbed Corporation, will be of no further effect.

5. Articles of Incorporation and Amendment Thereof. The articles of incorporation of the Survivor shall continue to be its articles of incorporation following the effective date of the merger, except that upon the effectiveness of the merger, the name of the survivor shall be Celcore, Inc. by Amendment to the Articles of Incorporation of Survivor which have been duly approved.

6. Directors and Officers. The directors and officers of the Survivor shall continue to serve in such capacities.

7. Applicability of Florida Corporations Code §607.1107(2). Survivor, the North Carolina corporation, agrees and hereby is deemed and does:

- (a) Appoint the Secretary of State of Florida as its agent for service of process in that State in a proceeding to enforce any obligation or the rights of any dissenting shareholders of the Absorbed Corporation to the merger; and
- (b) Agrees that it will promptly pay to the dissenting shareholders of the Absorbed Corporation to the merger, the amount, if any, to which they are entitled under §607.1302 of the Florida Corporation law.

SECOND: For this contemplated merger, the Plan of Merger contained herein was submitted with the approval of all of the directors of the constituent corporations and shareholder approval with regard to both the Survivor, the North Carolina Corporation, and the Absorbed Corporation, the Florida Corporation, was made by the Sole Shareholder, Stevens Painton Corporation, which owns the 50 issued and outstanding shares of each of Survivor's and Absorbed Corporation's common stock and which cast all votes attributable thereto in favor of the Plan of Merger contained herein.

THIRD: To the extent permissible, the effective date of the merger is May 1, 1997 and otherwise such effective date shall be the date when the Articles of Merger are filed with the Florida Department of State for purposes of the State of Florida and the date when the Articles of Merger are filed with the North Carolina Department of State for purposes of the State of North Carolina.

FOURTH: The plan of merger was recommended and adopted by all of the directors and the shareholder of each of the Absorbed Corporation and the Survivor on April 30, 1997.

The foregoing is hereby agreed to as the plan of merger for said constituent corporations and will also be filed with the Department of State in Florida and in North Carolina as the Articles of Merger of said constituent corporations.

IN WITNESS WHEREOF, the parties have signed this instrument this 29th day of April, 1997.

WITNESS:

Bonita L. Zwick
[Signature]

WITNESS:

Bonita L. Zwick
[Signature]

SURVIVOR:

CNCBLK.MTN, INC.

By: [Signature]
Thomas F. McNichols, President

And: [Signature]
Harold W. Albrecht, Secretary

STATE OF OHIO)
) SS:
COUNTY OF Cuyahoga)

BEFORE ME personally appeared Thomas F. McNichols and Harold W. Albrecht, respectively the President and Secretary of CNCBLK.MTN, Inc. who known to me, before me signed and acknowledged the foregoing Articles and Plan of Merger of Celcore, Inc., a Florida Corporation, Into CNCBLK.MTN., Inc., a North Carolina Corporation, as the free act and deed of themselves and of said corporation on this 29 day of April, 1997.

[Signature]
NOTARY PUBLIC
Douglas Kozusko
Expires 6/29/99

WITNESS:

Bonita L. Zuelke
Larry Jones

ABSORBED CORPORATION:

CELCORE, INC.

By: [Signature]
Thomas F. McNichols, President

WITNESS:

Bonita L. Zuelke
Larry Jones

And: Vicki L. Anderson
Vickie L. Anderson, Secretary/Treasurer

STATE OF OHIO)
) SS:
COUNTY OF Cuyahoga)

BEFORE ME personally appeared Thomas F. McNichols and Vickie L. Anderson, respectively the President and Secretary/Treasurer of Celcore, Inc., who known to me, before me signed and acknowledged the foregoing Articles and Plan of Merger of Celcore, Inc., a Florida Corporation, into CNCBLK.MTN., Inc., a North Carolina Corporation, as the free act and deed of themselves and of said corporation on this 29th day of April, 1997.

[Signature]
NOTARY PUBLIC
Douglas Kozusko
Expires 6/29/99