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CONTACT: JO ELLEN BALLINGER

PHONE: (904)354-4141

FAX #: (904)358-2199

NAME: RINK REYNOLDS DIAMOND FISHER ARCHITECTS, P.A.

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6-3-98

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DIAMOND ARCHITECTS, P.A., a Florida corporation, P97000094645

INTO

RINK REYNOLDS DIAMOND FISHER ARCHITECTS, P.A., a Florida  
corporation, H63849.

File date: June 3, 1998

Corporate Specialist: Darlene Connell

5/29/98.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 1, 1998

RINK REYNOLDS DIAMOND FISHER ARCHITECTS, P.A.  
1200 RIVERPLACE BLVD.  
SUITE 200  
JACKSONVILLE, FL 32207US

SUBJECT: RINK REYNOLDS DIAMOND FISHER ARCHITECTS, P.A.  
REF: H63849

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 document is illegible and not suitable for imaging.

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

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

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000010120  
Letter Number: 198A00030610

H98000010120

ARTICLES OF MERGER  
OF  
DIAMOND ARCHITECTS, P.A.,  
A FLORIDA PROFESSIONAL ASSOCIATION  
WITH AND INTO  
RINK REYNOLDS DIAMOND FISHER ARCHITECTS, P.A.,  
A FLORIDA PROFESSIONAL ASSOCIATION

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THESE ARTICLES OF MERGER are made as of June 1, 1998, by and between DIAMOND ARCHITECTS, P.A., a Florida professional association formerly known as Diamond Architects, Inc. ("Diamond"), and RINK REYNOLDS DIAMOND FISHER ARCHITECTS, P.A., a Florida professional association ("Rink Reynolds").

WHEREAS, for various business reasons, the board of directors of each of Diamond and Rink Reynolds believe that it is in the best interests of their respective shareholders that Diamond be merged with and into Rink Reynolds (sometimes referred to herein as "Surviving Corporation"), with Rink Reynolds continuing as the surviving corporation (the "Merger"), pursuant to these Articles of Merger and that certain Agreement and Plan of Merger dated February 1, 1998, among Diamond, Diamond Shareholders, Rink Reynolds and Rink Reynolds Shareholders (the "Merger Agreement").

NOW, THEREFORE, the undersigned professional associations, in accordance with Sections 607.1105 and 621.13(3), Florida Statutes, and in consideration of the premises and the mutual agreements and covenants herein contained, hereby adopt these Articles of Merger and agree as follows:

ARTICLE I. The plan of merger is as follows:

Section 1. Merger; Effect of Merger. On the Corporate Filing Date, Diamond shall merge with and into Rink Reynolds, which shall survive the Merger as the Surviving Corporation.

1.1 Effect of Merger. The Merger shall become effective on June 1, 1998 (the "Corporate Filing Date"). On the Corporate Filing Date, and as a result of the Merger, (i) the separate existence of Diamond will cease; (ii) title to all assets and

Prepared by Richard Boswinkle, Esq.  
Florida Bar #0974950  
Holland & Knight LLP (904)354-4141  
One Independent Drive #2000  
Jacksonville, FL 32202

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properties, or any interest therein, owned by Diamond will be vested in the Surviving Corporation without reversion or impairment; (iii) the Surviving Corporation will thenceforth be responsible and liable for all the liabilities and obligations of Diamond; (iv) neither the rights of creditors nor any liens upon the property of Diamond will be impaired by the Merger; (v) the Diamond Shares and Rink Reynolds Shares shall be converted into the right to receive Surviving Shares upon the terms and conditions set forth herein; and (vi) Diamond Shareholders and Rink Reynolds Shareholders are entitled only to the rights provided herein.

1.2 Surviving Corporation. Following the Merger, the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a professional association organized under the laws of the State of Florida.

1.3 Name. As a result of the Merger, the name of the Surviving Corporation shall be unchanged from the name of Rink Reynolds.

1.4 Articles of Incorporation. The articles of incorporation of Rink Reynolds, as in effect on the Corporate Filing Date, shall be the articles of incorporation of Surviving Corporation, to the extent permitted under Florida law, and such articles of incorporation, shall remain the articles of incorporation of Surviving Corporation from and after the Corporate Filing Date, subject to the right of Surviving Corporation to amend its articles of incorporation in accordance with Florida law.

1.5 Bylaws. The bylaws of Rink Reynolds, as in effect on the Corporate Filing Date, shall be the bylaws of Surviving Corporation, to the extent permitted under Florida law, and such bylaws shall remain the bylaws of Surviving Corporation from and after the Corporate Filing Date, subject to the right of Surviving Corporation to amend its bylaws in accordance with its articles of incorporation and with Florida law.

1.6 Directors and Officers. Until the election and qualification of their successors, the members of the board of directors of Surviving Corporation shall be James E. Rink, Jr., Thomas W. Reynolds, Jr., Thomas J. Fisher and John J. Diamond, and the officers of Surviving Corporation shall be as follows:

<u>Officer</u>	<u>Name</u>
President	James E. Rink, Jr.
Vice President	Thomas W. Reynolds, Jr.
Secretary	Thomas J. Fisher
Treasurer	John J. Diamond

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## Section 2. Conversion of Shares.

2.1 Conversion of Diamond Shares. On the Corporate Filing Date, as a result of the Merger and without any action on the part of Diamond or any of Diamond Shareholders, each and every issued and outstanding share of capital stock of Diamond (the "Diamond Shares") shall be converted into, and exchanged for, the right to receive one-quarter (1/4) of one (1) share of common stock of the Surviving Corporation (the "Surviving Shares"), without regard to the class or series of the Diamond Shares.

2.2 Conversion of Rink Reynolds Shares. On the Corporate Filing Date, as a result of the Merger and without any action on the part of Rink Reynolds or any of Rink Reynolds Shareholders, each and every issued and outstanding share of capital stock of Rink Reynolds (the "Rink Reynolds Shares") shall be converted into, and exchanged for, the right to receive three-quarters (3/4) of one (1) share of the Surviving Shares, without regard to the class or series of the Rink Reynolds Shares.

2.3 Exchange of Diamond Certificates. At Closing, each Diamond Shareholder shall surrender to the Surviving Corporation, for cancellation, the certificate(s) evidencing the Diamond Shares held by such Diamond Shareholder ("Diamond Certificate"). Upon such surrender, the holder of such Diamond Certificate shall be entitled to receive from the Surviving Corporation in exchange therefor, a certificate representing the number of Surviving Shares that such holder has the right to receive pursuant to Section 2.1, and the Diamond Certificate so surrendered shall be cancelled. Until surrendered as contemplated by this Section 2.3, each Diamond Certificate shall be deemed at any time after the Closing to represent only the right to receive, upon such surrender, the certificate representing Surviving Shares as contemplated hereby.

2.4 Exchange of Rink Reynolds Certificates. At Closing, each Rink Reynolds Shareholder shall surrender to the Surviving Corporation, for cancellation, the certificate(s) evidencing the Rink Reynolds Shares held by such Rink Reynolds Shareholder ("Rink Reynolds Certificate"). Upon such surrender, the holder of such Rink Reynolds Certificate shall be entitled to receive from Parent in exchange therefor, a certificate representing the number of Surviving Shares that such holder has the right to receive pursuant to Section 2.2, and the Rink Reynolds Certificate so surrendered shall be cancelled. Until surrendered as contemplated by this Section 2.4, each Rink Reynolds Certificate shall be deemed at any time after the Closing to represent only the right to receive, upon such surrender, the certificate representing Surviving Shares as contemplated hereby.

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**2.5 No Further Ownership Rights in Diamond Stock and Rink Reynolds Stock.** All shares of Surviving Shares issued in exchange for Diamond Shares and Rink Reynolds Shares in accordance with the terms hereof shall be deemed to have been issued in full satisfaction of all rights pertaining to such Diamond Shares or Rink Reynolds Shares, respectively, and there shall be no further registration of transfers on the stock transfer books of Diamond or Rink Reynolds of the Diamond Shares or Rink Reynolds Shares, except for the registration of the transfer of the Surviving Shares as contemplated herein and future transfers of the Surviving Shares.


**2.6 Stock Options.** Prior to the Closing Date, all options, warrants or other rights to purchase Diamond Shares or Rink Reynolds Shares (collectively, "Options"), if any, which are outstanding and unexercised shall be cancelled at no cost or expense to Diamond or Rink Reynolds and without issuing any shares therefor, so that at the Corporate Filing Date there shall be no outstanding and unexercised Options with respect to Diamond Shares or Rink Reynolds Shares.

**ARTICLE II.** The plan of merger embodied in these Articles of Merger (the "Plan of Merger") was duly adopted by the board of directors of Diamond effective as of February 1, 1998. The board of directors of Diamond subsequently presented the Plan of Merger to the sole shareholder of Diamond, and the Plan of Merger was thereupon approved by the sole shareholder of Diamond effective as of February 1, 1998, pursuant to Section 607.1103, Florida Statutes. The Plan of Merger was adopted by the board of directors of Surviving Corporation as of February 1, 1998. The board of directors of Surviving Corporation subsequently presented the Plan of Merger to the shareholders of Surviving Corporation, and the Plan of Merger was thereupon approved by all the shareholders of Surviving Corporation as of February 1, 1998, pursuant to Section 607.1103, Florida Statutes.

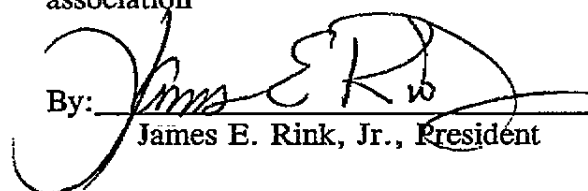
**ARTICLE III.** The effective date of the Merger shall be June 1, 1998.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the date first written above.

DIAMOND ARCHITECTS, P.A. a  
Florida professional association

By:   
John J. Diamond, President

RINK REYNOLDS DIAMOND FISHER  
ARCHITECTS, P.A., a professional  
association

By:   
James E. Rink, Jr., President

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