

1480267

KATZ, TELLER, BRANT & HILD

A LEGAL PROFESSIONAL ASSOCIATION

2400 CHEMAED CENTER
255 EAST FIFTH STREET
CINCINNATI, OHIO 45202-4724
(513) 721-4532
TELECOPIER NO. (513) 721-7120

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TEDD H. FRIEDMAN
SHEILA K. CHRISTIE***
WIJDAN JREISAT
ROBERT S. FLETCHER

*ALSO ADMITTED IN FLORIDA
**ALSO ADMITTED IN KENTUCKY
***ALSO ADMITTED IN MAINE

December 29, 1997

VIA OVERNIGHT MAIL

Division of Corporations
Attn: Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

200002385842--4
-12/30/97--01048--007
*****70.00 *****70.00

Re: Becker Bros. Company

EFFECTIVE DATE

12-31-97

Dear Ladies/Gentlemen:

Enclosed please find a Plan and Agreement of Merger which merges Becker Bros. Company, a Florida corporation, into Becker Bros. Investments Co., an Ohio corporation. Also enclosed is our firm check in the amount of \$70.00 to cover the filing fee.

I am also enclosing a copy of the Certificate of Merger that was filed with the Ohio Secretary of State for your reference.

Please forward evidence of this filing to my attention in the self-addressed, stamped envelope provided. If you have any questions concerning this matter, please call me collect at (513) 977-3472.

Sincerely,

Amy T. Hamilton

Amy T. Hamilton, CLA
Corporate Paralegal

Enclosures

cc: John H. Becker, w/out enclosure
Joseph A. Brant, Esq.
Tedd H. Friedman, Esq.

KTBH: 343388.1

FILED
97 DEC 30 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
KRC
1/27/98

H 80267

ARTICLES OF MERGER
Merger Sheet

MERGING:

BECKER BROS. COMPANY, a Florida corporation, document number H80267

INTO

BECKER BROS. INVESTMENTS CO., an Ohio corporation not qualified in
Florida.

File date: December 30, 1997, effective December 31, 1997

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 12, 1998

AMY T. HAMILTON, CLA
KATZ, TELLER, BRANT & HILD
255 EAST FIFTH ST., 2400 CHEMED CENTER
CINCINNATI, OH 45202-4724

SUBJECT: BECKER BROS. COMPANY
Ref. Number: H80267

We have received your document for BECKER BROS. COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

Please entitle your document Articles of Merger.

THE DATES QUOTED IN THE PLAN AND AGREEMENT OF MERGER, PART B, CONCERNING THE MERGER ON 12/11/85 AND THE INCORPORATION IN FLORIDA ON 10/07/85, ARE WRONG. THE ENCLOSED PRINT-OUT IS CORRECT. PLEASE CHANGE.

THE ARTICLES OF MERGER MUST BE INCLUDED. PLEASE KEEP THE CERTIFICATE OF MERGER FROM OHIO. IT IS NOT REQUIRED.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 098A00001564

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***ALSO ADMITTED IN MAINE

FAX COVER SHEET

FAX NUMBER TRANSMITTED TO: (850) 487-6013

To: Louise Jackson
Company: Department of State
From: Amy Hamilton
Client/Matter: 00235/800
Date: January 26, 1998
No. of Pages: 2

COMMENTS: See following page which I have revised. Let me know if I need to do anything else. Thanks for your help!

IF YOU SHOULD HAVE ANY PROBLEMS WITH THIS TELECOPY OR HAVE ANY QUESTIONS REGARDING ITS RECIPIENT, PLEASE CALL (513) 721-4532.

CONFIDENTIAL: ATTORNEY-CLIENT PRIVILEGE

The information contained in this facsimile is attorney-client privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any examination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, and return the original message to us at the above address via the U.S. Postal Service. You will be reimbursed for any telephone and postage expenses incurred.

ARTICLES AND PLAN OF MERGER

These Articles and Plan of Merger (the "Agreement") are made December 26, 1997 between BECKER BROS. INVESTMENTS CO., an Ohio corporation (the "Surviving Corporation"), and BECKER BROS. COMPANY, a Florida corporation (the "Disappearing Corporation"), (the Surviving Corporation and Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Corporations"), who agree as follows:

1. Recitals.**EFFECTIVE DATE**12-31-97

a) The Surviving Corporation was incorporated in the State of Ohio on December 18, 1997, and was assigned Charter No. CP352. The Surviving Corporation has 850 authorized common shares, without par value (the "Surviving Corporation Shares"), 250 of which are issued and outstanding.

b) The Disappearing Corporation was incorporated in the State of Florida on October 7, 1985. The Disappearing Corporation has 500 authorized common shares, without par value (the "Disappearing Corporation Shares"), 250 of which are issued and outstanding.

c) The Constituent Corporations desire that the merger provided for in this Agreement shall qualify as a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code, as amended. The Constituent Corporations deem it advisable and for the benefit of their respective corporations and shareholders that the Disappearing Corporation merge with and into the Surviving Corporation on the terms and conditions hereinafter set forth (the "Merger").

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Merger. At the effective time of the Merger, the Disappearing Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall continue its corporate existence under the laws of the State of Ohio.

3. Articles of Incorporation. The Merger shall effect no change in the Articles of Incorporation of the Surviving Corporation.

4. Terms of Merger.

a) Each of the Disappearing Corporation Shares owned by the Surviving Corporation issued and outstanding at the effective time of the Merger shall be canceled and retired, and no shares or other securities of either of the Constituent Corporations shall be issuable, and no cash or property shall be exchangeable, with respect thereto.

b) Immediately after the effective time of the merger, each holder of an outstanding certificate or certificates theretofore representing Disappearing Corporation Shares, other than the Surviving Corporation, shall be entitled to receive in exchange therefor cash in the amount of \$100.00 per share.

c) The Merger shall effect no change in the Surviving Corporation Shares and no such shares shall be converted as a result of the Merger.

5. Right to Abandon Merger. This Agreement may be terminated and the Merger abandoned at any time by mutual agreement of the boards of directors of the Constituent Corporations.

6. Right to Amend Merger Agreement. This Agreement may be amended at any time prior to the filing of the Certificate of Merger by mutual agreement of the boards of directors of the Constituent Corporations, except that, after the adoption of this

Agreement by the shareholders of any Constituent Corporation, its board of directors shall not be authorized to amend this Agreement to do any of the following:

a) Alter or change the amount or kind of consideration to be received by shareholders of any Constituent Corporation in conversion of or in substitution for their shares;

b) Alter or change any term of the Articles of Incorporation of the Surviving Corporation, except for alterations or changes that could otherwise be adopted by the directors of the Surviving Corporation;

c) Alter or change any other terms and conditions of this Agreement if any of the alternations or changes, alone or in the aggregate, would materially adversely affect the holders of any class or series of shares of any Constituent Corporation.

7. Effective Time of Merger. The Merger shall be effective as of the close of business on December 31, 1997.

Signed on the date specified above.

BECKER BROS. INVESTMENTS CO.

By: John H. Becker, Sr.
John H. Becker, Sr., President

By: John H. Becker, Jr.
John H. Becker, Jr., Secretary

BECKER BROS. COMPANY

By: John H. Becker, Sr.
John H. Becker, Sr., President

By: John H. Becker, Jr.
John H. Becker, Jr., Secretary