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CORPORATION(S) NAME

Tri-P of Orlando, Inc. (GA)

Merging into

Tri-P of Orlando, Inc. (FL)

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

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Merges
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ARTICLES OF MERGER
of
Tri-R of Orlando, Inc.
a Florida corporation
into
Tri-R of Orlando, Inc.
a Georgia corporation

FILED
97 JUL 17 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, duly authorized officers of Tri-R of Orlando, Inc., a Georgia corporation, and Tri-R of Orlando, Inc., a Florida corporation, the parties to the merger of Tri-R of Orlando, Inc., a Florida corporation, with and into Tri-R of Orlando, Inc., a Georgia corporation (the "Merger"), pursuant to Section 607.224 of the Florida General Corporation Act, hereby execute the following Articles of Merger:

I. Names of Corporations

The names of the corporations which are parties to the Merger are Tri-R of Orlando, Inc., a corporation organized under the laws of the state of Georgia ("Tri-R (GA)"), and Tri-R of Orlando, Inc., a corporation organized under the laws of the state of Florida ("Tri-R (FL)"). Tri-R (FL) shall be merged into Tri-R (GA), and Tri-R (GA) shall be the surviving corporation in the Merger.

II. Plan of Merger

The Merger shall be effected in accordance with the provisions of the Plan of Merger attached hereto as Exhibit "A" and by this reference incorporated herein ("Plan of Merger").

III. Adoption of Plan of Merger

A. The Plan of Merger was adopted by the shareholders of Tri-R (FL) on July 15, 1997, and there were no dissenting shareholders.

B. The Plan of Merger was adopted by the board of directors of Tri-R (GA) on July 14, 1997.

C. The Plan of Merger was adopted by Tri-R (GA) without a vote of its shareholders pursuant to Section 607.221 of the Florida General Corporation Act.

D. The manner in which the exchange or classification or cancellation of issued shares shall be effected is set forth in the Plan of Merger attached hereto as Exhibit A.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by duly authorized officers on the 14th and 10th days of July, respectively.


Tri-R of Orlando, Inc.
a Georgia corporation

By: 
A. J. Nassar, President

By: 
Gene Harper, Secretary

Tri-R of Orlando, Inc.
a Florida corporation

By: 
Richard S. Rusnak, President

By: 
David C. Rusnak, Secretary

STATE OF GEORGIA

COUNTY OF FULTON

The foregoing instrument was acknowledged before me this 14th day of July, 1997, by
A.J. Nassar President of Tri-R of Orlando, Inc., a Georgia corporation, on behalf of
said corporation. A.J. Nassar is personally known to me ~~or produced~~ _____
Driver's License No. _____ as identification.

Zenith Carol DeVico
Name: ZENITH CAROL DEVICO
Notary Public, State of Georgia

My Commission Expires: _____ Notary Public, Cobb County, Georgia
My Commission Expires June 28, 2001

Commission No. _____

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 10th day of July, 1997, by
Richard S. Rusnak, President of Tri-R of Orlando, Inc., a Florida corporation, on behalf of said
corporation. Richard S. Rusnak is personally known to me or produced _____ Driver's
License No. _____ as identification.

Robert Saltzman
Name: Robert Saltzman
Notary Public, State of Florida

My Commission Expires: _____

Commission No. _____

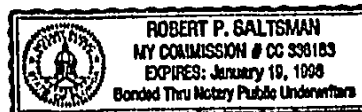


EXHIBIT A

PLAN OF MERGER OF TRI-R OF ORLANDO, INC., A GEORGIA CORPORATION AND TRI-R OF ORLANDO, INC., A FLORIDA CORPORATION

This Plan of Merger, made and entered into this 14 day of July, 1997 (hereinafter referred to as the "Plan"), by and between Tri-R of Orlando, Inc., a Georgia corporation (hereinafter sometimes referred to as "Tri-R (GA)") and Tri-R of Orlando, Inc., a Florida corporation (hereinafter sometimes referred to as "Tri-R (FL)") (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"):

ARTICLE ONE NAMES OF MERGING CORPORATIONS

The names of the corporations proposed to be merged are Tri-R of Orlando, Inc., a corporation organized under the laws of the State of Georgia, and Tri-R of Orlando, Inc., a corporation organized under the laws of the State of Florida. The name of the corporation whose shares will be issued in connection with the merger of Tri-R (GA) and Tri-R (FL) (the "Merger") is The Maxim Group, Inc., a corporation organized under the laws of the State of Delaware.

ARTICLE TWO SURVIVING CORPORATION

Tri-R (FL) shall merge into Tri-R (GA), and Tri-R (GA) shall survive the Merger (Tri-R (GA) is hereinafter sometimes referred to as the "Surviving Corporation"), and thereafter the corporate existence of Tri-R (FL) shall cease.

ARTICLE THREE ABANDONMENT

Notwithstanding any other provisions of this Plan, this Plan may be abandoned by mutual consent of the Boards of Directors of Tri-R (GA) and Tri-R (FL) at any time prior to the filing of Articles of Merger and Certificate of Merger.

ARTICLE FOUR TERMS AND CONDITIONS

4.01 Effect of Merger. The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida and the filing of the Certificate of Merger with the Secretary of State of the State of Georgia or at such time within two business days thereafter as provided in the Articles of Merger or the Certificate of Merger (the "Effective Time"). Upon the Effective Time, the separate existence of Tri-R (FL) shall cease, and all its properties, rights, privileges and franchises, of whatever nature and description and including subscriptions for shares and other choices in action, shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed. Notwithstanding this provision, confirmatory deeds,

assignments and other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property right, privilege or franchise, may at any time, or from time to time, be made and delivered in the name of Tri-R (FL) as appropriate, by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation; the Surviving Corporation shall be liable for all the debts and obligations, including tax liabilities, of Tri-R (FL) and any claim existing or any action or proceeding pending by or against Tri-R (FL) may be prosecuted to judgment or decree as if such Merger had not taken place, or the Surviving Corporation, upon motion of such corporation or any party, may be substituted as a party in place of the corporation so merged, and such judgment or decree against the corporation so merged shall be constituted a lien upon the property of the Surviving Corporation. The Merger, however, shall not impair in any way the rights of creditors or liens upon the property of any corporation a party to this Merger.

4.02 Filing of Articles of Merger and the Certificate of Merger. The acts and things required to be done by the Florida General Corporation Act (the "Florida Code") and the Georgia Business Corporation Code (the "Georgia Code"), in order to make this Plan effective, including the filing of Articles of Merger or Certificate of Merger in the manner prescribed for in the Florida Code and Georgia Code, shall be attended to by the proper officers of the parties hereto as soon as practicable.

ARTICLE FIVE MANNER AND BASIS OF CONVERTING SHARES

5.01 Effect on Tri-R (FL) Common Stock. As of the Effective Time, the former shareholders of Tri-R (FL) shall surrender the certificates of their shares in Tri-R (FL) to the last acting officers thereof or to the newly elected officers of Surviving Corporation for the exchange thereof and the cancellation on the books of Tri-R (FL). In exchange for such shares of capital stock of Tri-R (FL), former shareholders of Tri-R (FL) shall receive shares of the common stock of The Maxim Group, Inc., a Delaware corporation ("Maxim") in amounts negotiated with Tri-R (GA) by the former Tri-R (FL) shareholders in accordance with the terms and conditions set forth in that certain Merger Agreement by and among Maxim, Tri-R (GA), Tri-R (FL), Richard S. Rusnak and David C. Rusnak.

5.02 Effect on Tri-R (GA) Stock. The Merger will have no effect on validly issued shares of Tri-R (GA) outstanding immediately prior to the Effective Time and certificates representing such shares will continue after the Effective Time to represent the same number of shares of stock of Tri-R (GA).

ARTICLE SIX NO CHANGES TO ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as the Articles of Incorporation of the Surviving Corporation as they exist as of the date of filing of these Articles of Merger.

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRI-R OF ORLANDO, INC., a Florida corporation, document number H89154

INTO

TRI-R OF ORLANDO, INC., a Georgia corporation not qualified in Florida.

File date: July 17, 1997

Corporate Specialist: Karen Gibson