

H 9 4 3 8 4

LANGE, SIMPSON,
ROBINSON & SOMERVILLE LLP

ATTORNEYS & COUNSELORS

HUNTSVILLE OFFICE:
100 JEFFERSON STREET, SOUTH
HUNTSVILLE, ALABAMA 35801-4849
TELEPHONE (205) 533-3500
FACSIMILE (205) 533-4100

417 20TH STREET NORTH, SUITE 1700
BIRMINGHAM, ALABAMA 35203-3272
TELEPHONE (205) 250-5000
FACSIMILE (205) 250-5034

MONTGOMERY OFFICE:
8 COMMERCE STREET, SUITE 900
MONTGOMERY, ALABAMA 36104-3531
TELEPHONE (334) 241-0000
FACSIMILE (334) 241-0022

REAL ESTATE CLOSING OFFICE:
728 SHADES CREEK PARKWAY, SUITE 120
BIRMINGHAM, ALABAMA 35209-4453
TELEPHONE (205) 870-1511
FACSIMILE (205) 870-1514

December 29, 1997

Secretary of State of Florida
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

200002386122--0
-12/30/97-01071--001
*****70.00 *****70.00

RE: Almerica Overseas, Inc. Agreement of Merger

Dear Sir/Madam:

EFFECTIVE DATE
12/31/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 3:43

Enclosed you will find the original and a copy of the Articles of Merger and the Agreement of Merger and Plan of Reorganization in connection with the above-referenced corporation. Additionally, I have included a check made payable to the Secretary of State of Florida in the amount of \$75.00 for filing fees. Please stamp file the Agreement of Merger on the date filed, however, **MAKE THE EFFECTIVE DATE AS OF DECEMBER 31, 1997.** Please forward to my attention in the enclosed self addressed envelope a stamped filed copy of the Articles of Merger and Agreement of Merger and Plan of Reorganization.

If you should have any questions with regard to the above, please do not hesitate to contact me at (205) 250-5005.

Very truly yours,

Lange, Simpson, Robinson & Somerville LLP

Joyce Baker-Selesky
Joyce Baker-Selesky

JBS/jcj

Enclosures

cc: William Fishburne, III, Esq.

merger
sf 1/7/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALMERIA OVERSEAS, INC., a FL corp., #H94384

INTO

ALMERICA OVERSEAS, INC., an Alabama corporation not qualified in Florida.

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

Corporate Specialist: Susan Payne

Prepared by: John E. Grenier
Joyce Baker-Selesky
417 20th St. North, Suite 1700
Birmingham, Alabama 35203

EFFECTIVE DATE
12/31/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 3:43

ARTICLES OF MERGER

Pursuant to Section 607.114 of the Florida Statutes and Section 10-2B-11.01 et seq. of the Alabama Code, the corporations named below hereby adopt and approve this agreement of merger.

The surviving corporation is incorporated under the laws of the State of Alabama.

Name

The proposed name of the surviving corporation is Almerica Overseas, Inc., an Alabama corporation.

Agreement

The undersigned corporations have agreed to merge according to the provisions of the following agreement:

1. The constituent corporations hereby agree that the disappearing corporation ("Almerica Overseas, Inc., a Florida corporation") shall be merged into the surviving corporation ("Almerica Overseas, Inc., an Alabama corporation").

2. The name of the surviving corporation shall be "Almerica Overseas, Inc."

3. The place in Alabama where the principal office of the surviving corporation will be located is 7232 Robert Cardinal Airport Rd., Tuscaloosa, County of Tuscaloosa.

4. The purposes of the surviving corporation are to engage in any lawful act or activity for which corporations may be formed under the Business Corporation Laws of Alabama.

5. The present number of shares which the disappearing corporation is authorized to issue is 1,000 shares of \$1.00 par common stock, of which 1,000 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 1,000 shares of \$1.00 par common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 1,000 shares of common stock having \$1.00 par value.

6. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. Mark A. Lawless, in the City of Tuscaloosa, County of Tuscaloosa, Alabama, being the county in which the principal office of said Almerica Overseas, Inc., is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices, and demands against said Almerica Overseas, Inc., or either of the said constituent corporations, may be served.

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

Each shareholder of the disappearing corporation may, but need not, surrender his certificate or certificates to the surviving corporation during the period beginning on December 31, 1997 (being the effective date of this Agreement), and ending on January 15, 1998. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the disappearing corporation, there shall be issued to the respective holders hereof, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of one share of the surviving corporation for each such share of the disappearing corporation, being a total issue of 1,000 shares of the surviving corporation for the entire 1,000 shares now issued and outstanding of the disappearing corporation; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one-half ($1/2$), and if such fractional share be one-half ($1/2$) or more, such holder shall be entitled to one whole share in lieu of such fractional share.

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. The Articles of Incorporation of Almerica Overseas, Inc., an Alabama corporation, as herein amended shall continue to be the Articles of the surviving corporation, until amended as provided by law.

11. The Bylaws of Almerica Overseas, Inc., an Alabama corporation, shall be the Bylaws of the surviving corporation.

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

13. This Agreement shall become effective on December 31, 1997. The term "effective date," wherever used in this Agreement, shall mean the effective date herein described.

14. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

15. Almerica Overseas, Inc., an Alabama corporation, may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Almerica Overseas, a Florida corporation, which is a party to a merger with Almerica Overseas, Inc., an Alabama corporation, and also in any proceeding for the enforcement of the rights of a dissenting shareholder of Almerica Overseas, Inc., a Florida corporation, against the surviving corporation, Almerica Overseas, Inc., an Alabama Corporation. Almerica Overseas, Inc., an Alabama Corporation, irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceedings.

Shares Entitled to Vote

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the designation and number of outstanding shares entitled to vote as a class are as follows:

Shares Entitled to Vote as Class			
<u>Name of Corporation</u>	<u>Total Shares Outstanding</u>	<u>Designation</u>	<u>Number of Shares</u>
Almerica Overseas, Inc., an Alabama corporation	1,000	Voting Common	1,000
Almerica Overseas, Inc., a Florida corporation	1,000	Voting Common	1,000

Results of Vote

As to each corporation, the total number of shares voted for the agreement, and the number of shares of each class entitled to vote as a class voted for the agreement are as follows:

Shares Entitled to Vote as Class			
<u>Name of Corporation</u>	<u>Total For</u>	<u>Class</u>	<u>Total For</u>
Almerica Overseas, Inc., an Alabama corporation	1,000	Voting Common	1,000
Almerica Overseas, Inc., a Florida corporation	1,000	Voting Common	1,000

Vote Required to Adopt Agreement

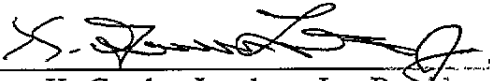
As to each corporation, the vote required to adopt the agreement of merger is two-thirds (2/3) of the outstanding shares.

Counties (or other locations) in Which Articles of Incorporation are Filed

As to each corporation, the counties in which their articles of incorporation are filed.

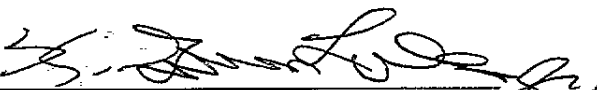
<u>Name of Corporation</u>	<u>County</u>
Almerica Overseas, Inc., an Alabama corporation	Jefferson County, AL
Almerica Overseas, Inc., a Florida corporation	Tallahassee, FL

ALMERICA OVERSEAS, INC.,
A Florida corporation

By 
K. Gordon Lawless, Jr., President

Attest 
Madelene Hollingsworth, Secretary

ALMERICA OVERSEAS, INC.,
An Alabama corporation

By 
K. Gordon Lawless, Jr., President

Attest 
Madelene Hollingsworth, Secretary

I, the undersigned, Secretary of the said corporation and the keeper of its charter, minutes and records, hereby certify that the foregoing named persons are the Presidents and Secretaries of Almerica Overseas, Inc., an Alabama corporation and Almerica Overseas, Inc., a Florida corporation, respectively, and that the signatures appearing above are genuine and that the above and foregoing Agreement of Merger is the genuine Agreement of Merger that it purports to be. I also certify that the shareholders voted unanimously in favor of the merger.

This the 24th day of December, 1997.


Madelene Hollingsworth, Secretary

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

TUSCALOOSA

Before me, the undersigned authority, in and for said County and State personally appeared K. Gordon Lawless, Jr. and Madelene Hollingsworth, who, being by me first duly sworn do depose and say that they are the President and Secretary respectively of Almerica Overseas, Inc., an Alabama corporation, and that the foregoing statements contained in these articles are true, full and correct,

This the 24 day of Dec., 1997.



Notary Public

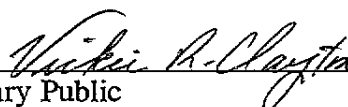
STATE OF ALABAMA)

COUNTY OF JEFFERSON)

TUSCALOOSA

Before me, the undersigned authority, in and for said County and State personally appeared K. Gordon Lawless, Jr. and Madelene Hollingsworth, who, being by me first duly sworn do depose and say that they are the President and Secretary respectively of Almerica Overseas, Inc., a Florida corporation, and that the foregoing statements contained in these articles are true, full and correct.

This the 24 day of Dec., 1997.



Notary Public

K:\JBS\ALMERICA\FLAART.DOC 12/19/97 3:32 PM

Prepared by: John E. Grenier
Joyce Baker-Selesky
Lange, Simpson, Robinson, & Somerville
417 20th St. North
Birmingham, Alabama 35203

Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization ("Agreement") dated 12/24, 1997 by and between ALMERICA OVERSEAS, INC., a Florida corporation, and ALMERICA OVERSEAS, INC., an Alabama corporation.

WHEREAS:

1. The Boards of Directors of Almerica Overseas, Inc., a Florida corporation, and Almerica Overseas, Inc., an Alabama corporation, have resolved that Almerica Overseas Inc., a Florida corporation, be merged pursuant to the Business Corporation Law of the State of Alabama and the Business Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Alabama, to wit, Almerica Overseas, Inc., an Alabama corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

2. The authorized capital stock of Almerica Overseas, Inc., a Florida corporation, consists of 1,000 shares of Common Stock with a par value of \$1 per share, of which 1,000 shares are issued and outstanding.

3. The authorized capital stock of Almerica Overseas, Inc., an Alabama corporation, consists of 1,000 shares of Common Stock with a par value of \$1 per share, 1,000 shares of which are issued and outstanding; and

4. The respective Boards of Directors of Almerica Overseas, Inc., a Florida corporation, and Almerica Overseas, Inc., an Alabama corporation, have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Law of the State of Florida and the Business Corporation Law of the State of Alabama that Almerica Overseas, Inc., a Florida corporation, shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Alabama, to wit, Almerica Overseas, Inc., an Alabama corporation, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect:

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 Almerica Overseas, Inc., a Florida corporation, Stockholders' Meeting. Almerica Overseas, Inc., a Florida corporation, shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement. The stockholders of Almerica Overseas, Inc., a Florida corporation, may choose to take such action by unanimous consent without a meeting of the stockholders in accordance with Florida law.

1.2 Action by Almerica Overseas, Inc., a Florida corporation, as Sole Stockholder of Almerica Overseas, Inc., an Alabama corporation. On or before December ____, 1997, Almerica Overseas, Inc., a Florida corporation, as the sole stockholder of Almerica Overseas, Inc., an Alabama corporation, shall adopt this Agreement in accordance with the Business Corporation Law of the State of Alabama.

1.3 Filing of Articles of Merger; Effective Date. Provided (a) this Agreement is adopted by the stockholders of Almerica Overseas, a Florida corporation, in accordance with the Business Corporation Law of the State of Florida, (b) this Agreement has been adopted by Almerica Overseas, Inc., a Florida corporation, as the sole stockholder of Almerica Overseas, Inc., an Alabama corporation, in accordance with the Business Corporation Law of the State of Alabama, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Business Corporation Law of the State of Alabama and the Agreement of Merger shall be filed in accordance with the Business Corporation Law of the State of Florida. Such filings shall be made on the same day. The Merger shall become effective on December 31, 1997 herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Almerica Overseas, Inc., a Florida corporation, shall cease, and Almerica Overseas, Inc., a Florida corporation, shall be merged into Almerica Overseas, Inc., an Alabama corporation, which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Almerica Overseas, Inc., a Florida corporation; and all and singular, the rights, privileges, powers, and franchises of Almerica Overseas, Inc., a Florida corporation, and all property, real, personal, and mixed, and all debts due to Almerica Overseas, Inc., a Florida corporation, on whatever account, as well as for stock subscriptions and all other things in action or belonging to Almerica Overseas, Inc., a Florida corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Almerica Overseas, Inc., a Florida corporation, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Alabama or any other jurisdiction, in Almerica Overseas, Inc., a Florida corporation, shall not revert or be in any way impaired; but all rights of

creditors and all liens upon any property of Almerica Overseas, Inc., a Florida corporation, shall be preserved unimpaired, and all debts, liabilities, and duties of Almerica Overseas, Inc., a Florida corporation, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Almerica Overseas, Inc., a Florida corporation, or the corresponding officers of the Surviving Corporation, may, in the name of Almerica Overseas, Inc., a Florida corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Almerica Overseas, Inc.'s, a Florida corporation, property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Almerica Overseas, Inc.

2.2 Articles of Incorporation. The Articles of Incorporation of Almerica Overseas, Inc., an Alabama corporation, as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of Almerica Overseas, Inc., an Alabama corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Almerica Overseas, Inc., a Florida corporation, and the nature and amount of securities of Almerica Overseas, Inc., an Alabama corporation, which the holders of shares of Almerica Overseas, Inc., a Florida corporation, Common Stock are to receive in exchange for such shares are as follows:

3.1 Almerica Overseas, Inc., a Florida corporation, Common Stock. Each one share of Almerica Overseas, Inc., a Florida corporation, Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Almerica Overseas, Inc., an Alabama corporation, Common Stock. Certificates of Almerica Overseas, Inc., a Florida corporation, may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Almerica Overseas, Inc., an Alabama corporation, Common Stock Held by Almerica Overseas, Inc., a Florida corporation. All issued and outstanding shares of Almerica Overseas, Inc., an Alabama corporation, Common Stock held by Almerica Overseas, Inc., a Florida corporation, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1 This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the shareholders of Almerica Overseas, Inc., a Florida corporation, if the Board of Directors of Almerica Overseas, Inc., a Florida corporation, or of the Surviving Corporation duly adopt a resolution abandoning this Agreement .

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Almerica Overseas, Inc., a Florida corporation, and Almerica Overseas, Inc., an Alabama corporation, all on the date first above written.

ATTEST: Almerica Overseas, Inc., a Florida corporation

Madelene Hollingsworth
Madelene Hollingsworth, Secretary

By: K. Gordon Lawless, Jr.
K. Gordon Lawless, Jr., President

(SEAL)

ATTEST: Almerica Overseas, Inc., an Alabama corporation

Madelene Hollingsworth
Madelene Hollingsworth, Secretary

By: K. Gordon Lawless, Jr.
K. Gordon Lawless, Jr., President

(SEAL)