

# J01321

WALTER M. TOVKACH

ATTORNEY AT LAW

5011 NORTHWEST EIGHTH AVENUE  
GAINESVILLE, FLORIDA 32605

CERTIFIED TAX ATTORNEY  
FLORIDA BAR BOARD OF  
CERTIFICATION

ALSO ADMITTED IN  
OHIO & NORTH CAROLINA

Post Office Box 15295  
Gainesville, Florida 32604

FILED  
99 JAN 10 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE  
(352) 371-1000

TELECOPIER  
(352) 371-0599

October 21, 1999

Secretary of State  
Corporate Division - Merger  
State Capitol Building  
Tallahassee, FL 32301

600003022536--5  
-10/22/99-01082-005  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Merger

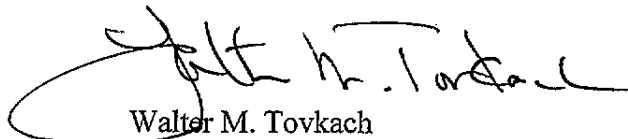
Ladies and Gentlemen:

Enclosed is our firm check in the amount of \$122.50 which represents the filing fees of \$35.00 for each of the two (2) Constituent Corporations totaling \$70.00 and \$52.50 for a certified copy of the Articles of Merger.

SCOTT-GRANT CORPORATION, a Florida corporation, and THOMPSON GROUP, INC., a Florida corporation, have adopted these Articles of Merger, wherein SCOTT-GRANT CORPORATION will be merged into THOMPSON GROUP, INC. SCOTT-GRANT CORPORATION will terminate its existence as a Florida corporation. Therefore, the surviving corporation will be THOMPSON GROUP, INC.

If you have any questions, need additional information or if there is a problem with any of the enclosed, please call me immediately so that it can be taken care of, rather than sending it all back to me.

Sincerely,

  
Walter M. Tovkach

WMT:kat

Enclosure

*Merger*

V. SHEPARD JAN 11 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SCOTT - GRANT CORPORATION, a Florida corporation, H01542

INTO

**THOMPSON GROUP, INC.**, a Florida entity, J01321

File date: January 10, 2000

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 2, 1999

WALTER M. TOVKACH  
5011 NW EIGHTH AVENUE  
GAINESVILLE, FL 32605

*Re Sent 12/23*

SUBJECT: THOMPSON GROUP, INC.  
Ref. Number: J01321

We have received your document for THOMPSON GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document "Plan and Articles of Merger". The merging corporation was administratively dissolved for failure to file the 99 annual report and must be reinstated before your document can be filed, see reinstatement form and fees attached.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 099A00052365

*Rec'd 1/10*

**WALTER M. TOVKACH, ESQUIRE**

5011 NORTHWEST EIGHTH AVENUE  
GAINESVILLE, FLORIDA 32605

POST OFFICE BOX 15295  
GAINESVILLE, FLORIDA 32604

TELEPHONE (352) 371-4656  
FAX: (352) 371-0599

**TRANSMITTAL**

TO:

**Ms. Velma Shepard**  
**Division of Corporations**  
**P.O. Box 6327**  
**Tallahassee, FL 32314**

FROM:

**WALTER M. TOVKACH, ESQUIRE**

COMMENTS:

RE: THOMPSON GROUP In accordance with your telephone conference today with my legal assistant, please be advised that my office just received the returned Articles of Merger for the referenced corporation the week of December 27, 1999, despite the November 2, 1999 date on your Notice, a copy of which is enclosed, along with the executed Application for Reinstatement and a check in the amount of \$750.00. Thank you for your assistance in this matter.

January 6, 2000

PLAN AND  
ARTICLES OF MERGER

This Agreement is made this 1st day of January, 1999, by and between SCOTT-GRANT CORPORATION), a Florida corporation, and THOMPSON GROUP, INC., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that SCOTT-GRANT CORPORATION, a Florida corporation, ("the disappearing corporation") be merged into THOMPSON GROUP, INC., a Florida corporation, ("the surviving corporation") under the laws of the State of Florida in the manner provided therefore pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act.

NOW THEREFORE, in consideration of the premises and of the mutual agreement herein contained the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporations shall be merged into the surviving corporation.

NAME OF THE SURVIVING CORPORATION

2. The name of the surviving corporation shall be THOMPSON GROUP, INC.

PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located is 104 North Main Street, Suite 300, Gainesville, Florida, 32601, Alachua County.

PURPOSE OF SURVIVING CORPORATION

4. The purposes of the surviving corporation is to engage in any lawful act or activity for which a corporation may be formed under the provisions of Section 607.1101 of the Florida General Corporation Act.

AUTHORIZED SHARES OF SURVIVING CORPORATION

5. The present number of shares of SCOTT-GRANT CORPORATION, a Florida corporation, the disappearing corporation, is authorized to issue is One Thousand (1,000) shares of one (\$1.00) dollar par common stock of which Two Hundred (200) shares are now issued and outstanding. The present number of shares which THOMPSON GROUP, INC., a Florida corporation, the surviving corporation, is authorized to issue is One Thousand (1,000) shares of One (\$1.00) dollar par common stock, of which One Hundred (100) shares are now issued and outstanding.

### FIRST OFFICERS AND DIRECTORS

6. The first director of the surviving corporation shall be C. FREDERICK THOMPSON and shall serve until the next annual election of directors unless removed sooner at a duly called meeting of shareholders. The first officer of the surviving corporation shall be C. FREDERICK THOMPSON, as President, and as Secretary/Treasurer.

### NAME AND RESIDENT AGENT OF CORPORATION

7. C. FREDERICK THOMPSON, 104 North Main Street, Suite 300, Gainesville, Florida, 32601 Alachua County, in which the principal office of the surviving corporation is located, shall be, and hereby is appointed as the person on whom process, tax notices and demands against THOMPSON GROUP, INC., or any of said Constituent Corporations, may be served.

### MODE OF EFFECTING MERGE

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

The shareholders of the disappearing corporations shall surrender their certificate or certificates to the surviving corporation on January 1, 1999 (being the effective date of this Agreement). Upon surrender to the surviving corporation of the respective certificates for the outstanding shares of the disappearing corporations, there shall not be issued to the respective holder hereof, any shares of the surviving corporation in substitution.

### REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION; POOLING OF INTEREST

9. The assets of the disappearing corporations 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.

### ARTICLES OF INCORPORATION

10. The Articles of Incorporation of THOMPSON GROUP, INC., shall continue to be the Articles of the surviving corporation, until, amended as provided by law.

### BY-LAWS

11. The By-Laws of THOMPSON GROUP, INC., shall be the By-Laws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

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 shareholders and the shareholders desiring to sell such shares to the corporation.

EFFECTIVE DATE OF MERGER

13. This merger shall become effective as of January 1, 1999. The term "effective date," wherever used in this Plan of Merger, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

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 these Articles of Merger.

EXECUTION

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

ATTESTED:

By: 

C. Frederick Thompson  
Secretary-Treasurer

SCOTT-GRANT CORPORATION

By: 

C. Frederick Thompson  
President

ATTESTED:

By: 

C. Frederick Thompson  
Secretary-Treasurer

THOMPSON GROUP, INC.

By: 

C. Frederick Thompson  
President

CERTIFICATE

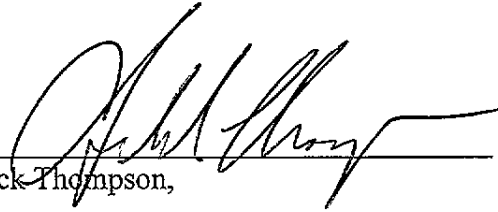
I, C. FREDERICK THOMPSON, as President and as Secretary/Treasurer of THOMPSON GROUP, INC., do hereby certify:

1. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the Directors of THOMPSON GROUP, INC., consented in writing on January 1, 1999, to the adoption of the foregoing Articles of Merger.

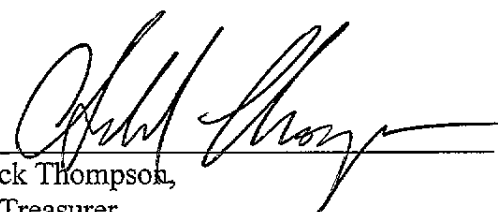
2. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the stockholders of THOMPSON GROUP, INC., consented in writing on January 1, 1999, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of THOMPSON GROUP, INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of January, 1999.

THOMPSON GROUP, INC.

By:   
C. Frederick Thompson,  
President

ATTEST:

By:   
C. Frederick Thompson,  
Secretary-Treasurer

(SEAL)



CERTIFICATE

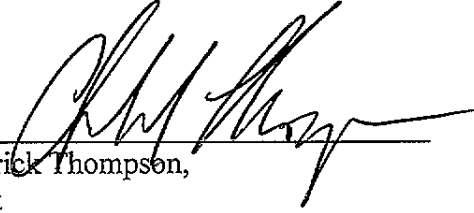
I, C. FREDERICK THOMPSON, as President and as Secretary/Treasurer of SCOTT-GRANT CORPORATION do hereby certify:

1. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the Directors of SCOTT-GRANT CORPORATION consented in writing on January 1, 1999, to the adoption of the foregoing Articles of Merger.

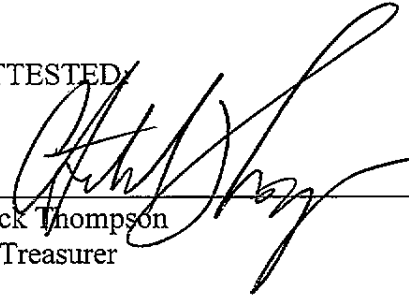
2. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the stockholders of SCOTT-GRANT CORPORATION consented in writing on January 1, 1999, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of SCOTT-GRANT CORPORATION to execute said Articles on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand this 1<sup>st</sup> day of January, 1999.

SCOTT-GRANT CORPORATION.

By:   
C. Frederick Thompson,  
President

ATTESTED:

By:   
C. Frederick Thompson  
Secretary-Treasurer

(SEAL)

APPROVAL BY DIRECTORS

This agreement of merger of the undersigned corporations was adopted pursuant to Section 607.1101 of the Florida General Corporation Act.

EFFECTIVE DATE

The merger of the undersigned corporations will become effective January 1, 1999.

ADOPTION OF PLAN OF MERGER

The shareholders of THOMPSON GROUP, INC., adopted the plan of merger on January 1, 1999. The shareholders of SCOTT-GRANT CORPORATION, adopted the plan of merger on January 1, 1999.

Dated: Jan 1, 1999

ATTESTED:

THOMPSON GROUP, INC.

By: 

C. Frederick Thompson,  
Secretary-Treasurer

By: 

C. Frederick Thompson,  
President

ATTESTED:

SCOTT-GRANT CORPORATION

By: 

C. Frederick Thompson,  
Secretary-Treasurer

By: 

C. Frederick Thompson,  
President

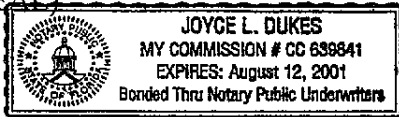
ACKNOWLEDGMENTS

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on January 1, 1999, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared C. FREDERICK THOMPSON, as President and as Secretary/Treasurer of THOMPSON GROUP, INC., a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of January, 1999.

(SEAL)



Joyce L. Dukes  
Notary of Public  
Print Name: **Joyce L. Dukes**  
My Commission Expires: **August 12, 2001**  
My Commission Number: **CC 639841**

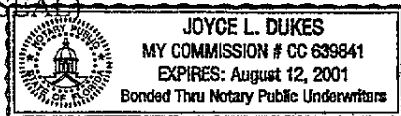
Personally Known XXX Produced Identification \_\_\_\_\_  
Type of Identification \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on January 1, 1999, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared C. FREDERICK THOMPSON, as President and as Secretary/Treasurer of SCOTT-GRANT CORPORATION, a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of January, 1999.

(SEAL)



Joyce L. Dukes  
Notary of Public  
Print Name: **Joyce L. Dukes**  
My Commission Expires: **August 12, 2001**  
My Commission Number: **CC 639841**

Personally Known XXX Produced Identification \_\_\_\_\_  
Type of Identification \_\_\_\_\_