

501321

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December 20, 2001

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500004739975--8  
-12/27/01--01001--002  
\*\*\*122.50 \*\*\*\*\*70.00

**In re: Thompson Group, Inc./The TRC GP, Inc.**

To Whom It May Concern:

Please find enclosed the Articles of Merger along with the Merger Agreement, Certificate of Amendment to Certificate of Limited Partnership of TRC Holdings, Ltd., and a check for \$122.50 for the filing of these documents. Please file immediately and return the appropriate copy to our office in the enclosed self-addressed envelope.

If you have any questions, please feel free to contact our office.

Sincerely,

SALTER, FEIBER, YENSER,  
MURPHY & HUTSON, P.A.

*Kathy Prevatt*  
Kathy Prevatt

Legal Assistant to James D. Salter

RECEIVED  
01 DEC 21 PM 12:07  
DIVISION OF CORPORATIONS

FILED  
01 DEC 21 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KP/  
enclosures

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12/27/01

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

THE TRC GP, INC., a Texas corp., F98000000921

INTO

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

File date: December 21, 2001

Corporate Specialist: Susan Payne

FILED

01 DEC 21 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, F.S.

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>THOMPSON GROUP, INC.</u> <u>2831 N.W. 41<sup>st</sup> Street, Suite D</u> <u>Gainesville, FL 32606</u>	<u>Florida</u>

Florida Document/Registration #J01321  
FEI Number: 59-2664988

**SECOND:** The name and jurisdiction of each merging corporation

<u>Name</u>	<u>Jurisdiction</u>
<u>The TRC GP, Inc.</u> <u>2831 N.W. 41<sup>st</sup> Street, Suite D</u> <u>Gainesville, FL 32606</u>	<u>Texas</u>

Florida Document/Registration Number: F98000000921      FEI Number: 760547315

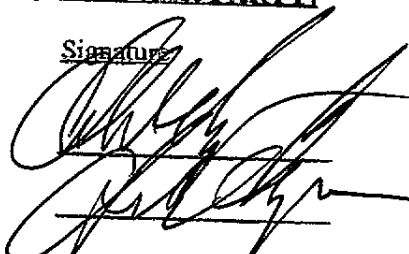
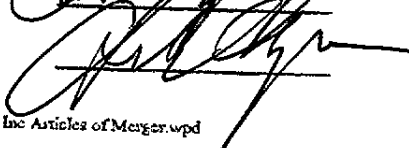
**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on November 28, 2001.

**SIXTH:** Adoption of Merger by merging corporation(s). The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 28, 2001.

**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Thompson Group, Inc.</u>		<u>C. Frederick Thompson, President</u>
<u>The TRC GP, Inc.</u>		<u>C. Frederick Thompson, President</u>

**MERGER AGREEMENT**  
28th day of November, 2001  
by and between  
**THOMPSON GROUP, INC.**  
a Florida corporation (referred to as "the Surviving Corporation")  
and  
**THE TRC GP, INC.**  
a Texas corporation (referred to as "TRC")

TRC shall merge into the Surviving Corporation pursuant to an agreement of merger where the separate corporate existence of TRC shall cease, and its shareholder shall receive common stock in the Surviving Corporation. In order to consummate the above plan of reorganization and in consideration of the mutual benefits to be derived and the mutual agreements contained herein, the Surviving Corporation and TRC approve and adopt this merger agreement and mutually covenant and agree as follows:

**1. Merger of TRC into the Surviving Corporation**

1.1 Detailed Description of Merger Procedures

1.2 Plan of Merger. At the Effective Date, in accordance with this Agreement and the Florida Business Corporation Act (the "Act"), TRC shall be merged with and into the Surviving Corporation, the separate existence of TRC shall cease and the Surviving Corporation shall continue as the surviving corporation under the corporate name "Thompson Group, Inc."

1.3 Effect of the Merger. When the Merger has been effected, and in accordance with and with the effect set forth in the Act, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Surviving Corporation and TRC.

1.4 Consummation of the Merger. As soon as is practicable after the satisfaction or waiver of the conditions to the consummation of the Merger set forth herein, the parties hereto will cause the Merger to be consummated by filing of an agreement of merger with the Secretary of State of Florida (the time of such filing being herein referred to as the "Effective Date").

1.5 Charter; Bylaws; Directors and Officers. The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Surviving Corporation in such form as they may exist immediately prior to the consummation of the Merger. On the Effective Date the officers and directors of TRC immediately prior to the consummation of the Merger shall resign and the officers and directors of the Surviving Corporation on the Effective Date shall be the officers and directors of the Surviving Corporation immediately prior to the consummation of the Merger.

1.6 Conversion of Common Stock.

(a) At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation each Common Share of TRC issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished and be converted into one (1) common share of the Surviving Corporation.

1.7 Exchange of Certificates.

(a) From and after the Effective Date, C. Frederick Thompson (the "Exchange Agent") shall act as exchange agent in effecting the exchange of the shares in TRC for shares in the Surviving Corporation.

1.8 Further Assurances.

TRC agrees that if, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further deeds, assignments, or assurances are necessary or desirable to vest, perfect, or confirm in the Surviving Corporation title to any property or rights of TRC, the Surviving Corporation and its proper officers and directors may execute and deliver all such proper deeds, assignments, and assurances and do all other things necessary or desirable to vest, perfect, or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement, in the name of TRC or otherwise.

1.9 Shares To Be Issued

On the effective date of the merger, one (1) share of the Surviving Corporation's common stock shall be delivered to the shareholder of the shares in TRC.

**2. Meeting of Shareholders**

The parties represent that this merger has been properly approved by their shareholders.

**3. Law Governing**

This agreement may not be modified or terminated orally, and shall be construed and interpreted according to the laws of the State of Florida.

**4. Entire Agreement**

This instrument embodies the entire agreement between the parties with respect to the transactions contemplated, and there have been and are no agreements, representations or warranties between the parties other than those set forth or provided for.

**5. Further Documents**

The Surviving Corporation and TRC agree to execute any and all other documents, and to take any other action or corporate proceedings which may be necessary or desirable to carry out the terms of this agreement.

IN WITNESS WHEREOF, the parties have caused this agreement to be duly executed all as of the 28<sup>th</sup> day of November, 2001.

THOMPSON GROUB, INC.

By:   
C. Frederick Thompson  
President

(Corporate Seal)

THE TRC GP, INC.

By:   
C. Frederick Thompson  
President

(Corporate Seal)