



**National Rural Electric  
Cooperative Association**

4301 Wilson Boulevard  
Arlington, VA 22203-1860  
Telephone: (703) 907-5500  
TT- (703) 907-5942

J46314

May 13, 1997

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

400002183044--9  
-05/19/97--01109--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Articles of Merger

Gentlemen:

Enclosed for filing with the Division of Corporations are Articles of Merger of AHP Systems, Inc., a Florida corporation, into Cooperating Energy Services, Inc., a Virginia corporation. The Articles of Merger are also being filed with the State Corporation Commission of Virginia.

Also enclosed is a check made payable to the Division of Corporations in the amount of \$70.00 as the filing fee for the articles. If there are any questions, I may be reached at (703) 907-6026.

Very truly yours,

William P. McKeithan

*Handwritten notes:*  
T. J. ...  
W. J. ...  
17, 1997  
The meeting is on June 97

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AHP SYSTEMS, INC., a Florida corporation, document number J46314.

INTO

**COOPERATING ENERGY SERVICES, INC.**, a Virginia corporation not qualified  
in Florida.

File date: June 5, 1997

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 22, 1997

WILLIAM MCKEITHAN  
4301 WILSON BLVD.  
ARLINGTON, VA 22203-1860

SUBJECT: AHP SYSTEMS, INC.  
Ref. Number: J46314

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

Please include the exhibit(s) referred to in your document.

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 (904) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 097A00028070



**National Rural Electric  
Cooperative Association**

4301 Wilson Boulevard  
Arlington, VA 22203-1860  
Telephone: (703) 907-5500  
TT- (703) 907-5942

May 27, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attn: Ms. Carol Mustain

Articles of Merger

Dear Ms. Mustain:

Enclosed are Articles of Incorporation previously submitted to you, that were returned by letter dated May 22, 1997 because the exhibit referred to in the Articles of Merger were not enclosed. The exhibit is now enclosed with the articles.

If you have any questions, please feel free to contact me at (703) 907-6926.

Very truly yours,

William P. McKeithan

RECEIVED  
97 MAY 28 11 18:57  
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER  
OF  
AHP, INC.  
INTO  
COOPERATING ENERGY SERVICES, INC.**

Pursuant to the provisions of Section 607.234 of the Code of Laws of the State of Florida and Section 13.1-722 of the Code of Virginia, AHP Systems, Inc. (AHP), a corporation organized under the laws of the State of Florida, hereby files Articles of Merger into Cooperating Energy Services, Inc. (Energy Services), a corporation organized under the laws of the Commonwealth of Virginia.

I. The names of the undersigned corporations and the jurisdiction under whose laws they are organized are:

<u>Corporation</u>	<u>Jurisdiction of Organization</u>
AHP Systems, Inc.	State of Florida
Cooperating Energy Services, Inc.	Commonwealth of Virginia.

II. The laws of the Commonwealth of Virginia and the State of Florida each permit the merger of AHP into Energy Services. AHP has complied with the laws of the State of Florida in effecting the merger and Energy Services has complied with the laws of the Commonwealth of Virginia in effecting the merger.

III. The name of the surviving corporation is Cooperating Energy Services, Inc.

IV. The Plan of Merger attached as Exhibit A was approved by AHP and the shareholders of AHP in the manner prescribed by the laws of the State of Florida and was approved by Energy Services and the shareholders of Energy Services in the manner prescribed by the laws of the Commonwealth of Virginia.

V. As to each of the undersigned corporations, the merger received the unanimous consent of all of the shareholders holding all of the outstanding shares of their capital stock entitled to vote on the 28th day of April, 1997.


VI. The surviving corporation, Energy Services, is to be governed by the laws of the Commonwealth of Virginia after the merger. Energy Services agrees that it would promptly pay to the dissenting shareholders of AHP, if there were any, any amount to which they shall be entitled under the

provisions of the laws of the State of Florida, with respect to the rights of dissenting shareholders.

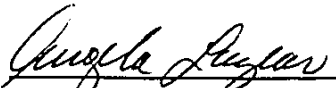
(SEAL)

**AHP SYSTEMS, INC.**

Date: 5/3/97

By:   
David L. Mohre, President

Attest:

  
Angela B. Lazear, Secretary

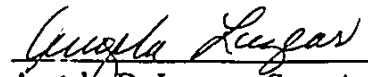
(SEAL)

**COOPERATING ENERGY  
SERVICES, INC.**

Date: 5/3/97

By:   
David L. Mohre, President

Attest:

  
Angela B. Lazear, Secretary

**Exhibit A**

**PLAN OF MERGER**

1. The Corporations proposing to merge are AHP Systems, Inc. (AHP), a corporation organized under the laws of the State of Florida and Cooperating Energy Services, Inc. (Energy Services), a corporation organized under the laws of the Commonwealth of Virginia.
2. The merger shall be effected by the merger of AHP into Energy Services and Energy Services shall be the surviving corporation.
3. Upon the effective date of the merger, all of the assets, liabilities, corporate history and business of AHP shall, without exception, be transferred to Energy Services, it being intended that the merger shall effectuate a change in the state of incorporation of AHP from the State of Florida to the Commonwealth of Virginia.
4. All issued and outstanding shares of capital stock of AHP shall be converted into, and become, issued and outstanding shares of capital stock of Energy Services and all issued and outstanding shares of capital stock of Energy Services shall be canceled.
5. The merger shall be effective on the beginning of the first day after Articles of Merger are filed by the Commonwealth of Virginia and by the State of Florida.