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SECRETARY SERVICES TALLARES SEVEN CORE

STATE OF FLORIDA ARTICLES OF INCORPORATION

OF.

JTC, INC.

* * * * *

The undersigned, acting as incorporation of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is: ${\tt JTG}_{\star}$ INC.

SECOND: The period of docation is perpetual.

THERD: The date and time of the commencement of the corporate existence is the time of illing of Articles of Incorporation by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized ato:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Acc.

FIFTH: The augmentate number of sharps which the cooperation shall have authority to tasce is:

Five Hundred Thousand (500,000) Cousson Shares without pur value.

SIXTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 8751 West Broward Boulevard, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Chester A. Mirchell	6120 Hanging Moss Rd Orlando, FL 32807
Thomas C. Jamieson	6120 Hanging Moss Rd Orlando, FL 32807
Robert E. Gill	515 W. Market St. Louisville, KY 40202
Richard I Davis	515 W. Market St. Louisville, KY 40202
Jeffrey T. Gul	515 W. Harket S. Loudsville, KY 40202

EIGHTH: The name and address of each incorporator is:

MANE	ADDRESS
Robert C. Hancock	813 Carew Tower Cincinnati, Olúo 45202
C. L. Hatfield	813 Carew Tower Gincinnati; Oblo 45202
S. C. Curie	313 Carew Tower Cincinnati, Ohio 49202

Dated: Jennier 27, 1987.

R. C. Hancock

G. L. Mitjeld

S. C. Currie

Incorporators

STATE OF OHIO

COUNTY OF HAMP TON

The foregoing instrument was acknowledged before me this day of <u>January</u>, 1987, by R. C. Hancock, G. L. Hatfield, and S. C. Currie of JTG, INC.

My commission expires:

Botary Public

(NOTARIAL SEAL)

MARY LCU BENESILER Industry Problem, State of Child No. Communication Services State, 278, 1997.

C T CORPORATION SYSTEM having been designated to act as registered agent hereby agrees to act in this capacity.

C T CORPORATION SYSTEM

Assistant Secretar

153730

ARTICLES OF MERGER

F.W. BELL, INC. (Document #841365)

----merging into----

JTG, INC.

changing name to:

F.W. BELL, INC.

Surviving Document Number: J53730

File Date: February 10, 1987

Charter # Only	
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ROGERS, TOWERS, BAILEY, JONES & GAY	* · · · · · · · · · · · · · · · · · · ·
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ARTICLES OF MERGER
OF
F.W. BELL, INC.
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SECRETARY DE STATE
TALLAHASSEZ, FLORIDA

Pursuant to the provisions of Section 607.227 of the Florida General Corporation Act, the undersigned corporation executes the following Articles of Merger:

FIRST: The parties to the merger are F.W. Bell, Inc., an Ohio corporation, and JTG, Inc., a Florida corporation. JTG, Inc. is the surviving corporation.

SECOND: The following Plan and Agreement of Merger was approved by the Board of Directors of the undersigned, as the surviving corporation, in the manner prescribed by the Florida General Corporation Act:

PLAN AND AGREEMENT OF MERGER

THIS IS A PLAN AND AGREEMENT OF MERGER of F.W. BELL, INC., an Ohio corporation, and JTG, INC., a Florida corporation, prepared pursuant to Section 1701.80 of the Ohio General Corporation Law and Section 507.227 of the Florida Ceneral Corporation Act.

1. Names and States of Incorporation. The names and states of incorporation of the corporations proposing to merge are F.W. Ball, Inc. an Ohio Corporation, and d'O, Inc., a Florida corporation, F.W. Ball, Inc., the subsidiately corporation, proposes to merge into JTO, Inc., the surviving corporation. F.W. Bell, Inc. is sometimes.

hereinafter referred to as the "Subsidiary Corporation."

JTG, Inc. is sometimes hereinafter referred to as the "Surviving Corporation." JTG, Inc. owns 100% of the issued and outstanding shares of common stock and shares of Class A stock of F.W. Bell, Inc.

2. Designation and Number of Shares.

- A. The authorized capital stock of the Subsidiary Corporation consists of (i) 5,500 shares of common stock of no par value, of which 3,200 shares are issued and outstanding, and (ii) 500 shares of Class A stock having no par value, of which 435 shares are issued and outstanding.
- B. The authorized capital stock of the Surviving Corporation consists of 500,000 shares of no par value common stock of which $\frac{201,000}{}$ shares are issued and outstanding.
- 3. Yerms and Conditions. The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:
- A. The Subsidiary Corporation shall merge into the Surviving Corporation in the manner and with the effect provided by the statutes of Ohio and Florida. The merger shall become effective upon the filing of the Articles of Merger with the Department of State of Florida and the filing of the Estificate required by Section 1761:81 of the Ohio General Corporation has with the Secretary of State of

Ohio, and the term "Effective Date" shall mean the latest date of such issuance.

- B. On the Effective Date, the Subsidiary Corporation shall merge into the Surviving Corporation, the separate corporate existence of the Subsidiary Corporation shall cease, and JTG, Inc. shall continue as the Surviving Corporation.
- C. The manner and basis of converting the shares of the Subsidiary Corporation shall be that the shares of the Subsidiary Corporation shall be cancelled.
- 4. Articles of Incorporation. Article I of the Surviving Corporation's Articles of Incorporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is F.W. Bell, Inc.

- 5. <u>Dissenter's Rights</u>. Shareholders of the Subsidiary Corporation dissenting from the merger are entitled, if they comply with the provisions of the Florida General Corporation Act, to be paid the fair value of their shares.
- 6. Other Provisions. The merger shall not affect the identity or term of office of the Surviving Corporation's officers or directors. The principal office of the Surviving Corporation is 6120 Hanging Moss Road, Orlando, Florida 32807. The purposes of the Surviving Corporation shall be the present purposes of JTG, Inc. The Articles of

Incorporation of JTG, Inc. shall continue to be the Articles of Incorporation of the Surviving Corporation. The Surviving Corporation hereby consents to be sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of the Subsidiary Corporation or to enforce the rights of a dissenting shareholder of the Subsidiary corporation, and hereby irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any such proceeding and the Secretary of State shall mail notice of process to 6120 Hanging Moss Road, Orlando Florida 32807.

IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Merger as of the 9/2 day of February, 1987.

F.W. BELL, INC.

JTG, INC.

By /8/

THIRD: The number of outstanding shares of each class of the Subsidiary Corporation and the number of such shares of each class owned by the Surviving Corporation are as follows:

Name of Subsidiary	Number of Shares Outstanding	Designation of Class	Number of Shares Owned By Surviving Corporation
F.W. Bell,		•	
Inc	3,200	common	3,200
	435	Class A	435

FOURTH: The holder of all the outstanding shares of F.W. Bell, Inc. has waived the requirement of Section 607.277(2) of the Florida General Corporation Act that a copy of the Plan and Agreement of Merger be mailed to each shareholder of record of the Subsidiary Corporation.

Dated as of the 9/2 day of February, 1987. JTG, INC. Joffrey T. Vice President Richard L. Davis Assistant Secretary STATE OF KENTUCKY COUNTY OF JEFFERSON I, a notary public, do hereby certify that on this G day of February, 1987, personally appeared before me Jeffrey T. Gill, who, being duly sworn, declared that he is the Vice President of JTG, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements contained therein are true. My commission expires: STATE OF KENTUCKY : 55 COUNTY OF JEFFERSON I, a notary public, do hereby certify that on this day of February, 1987, personally appeared before me Richard L. Davis, who, being duly sworn, declared that he is the Assistant Secretary of JTG, Inc., that he signed the foregoing document as Assistant Secretary of the corporation, and that the statements contained therein are true.

My commission expires:

This Instrument Prepared By:

Robert A. Heath WYATT, TARRANT & COMBS

Citizens Plaza Louisville, Kentucky 40202 (502) 589-5235

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Thomas C. Jamieson

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August 18, 1988

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 151

CORPORATION

ANJUGAL REPORT 1989



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CORPORATION

ANNUAL REPORT 1990



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F.W. BELL, INC. & C T CORPORATION SYSTEM 8751 WEST BROWARD BLVD. PLANTATION, FL 33324-2630

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2000 INDEPENDENT SQUARE P.O.Box 52687 JACKSONVILLE, FLORIDA 33801 19041 353-2000 FAR 19041 358-1872

400 NORTH ASHLET P. O. Box 1288 TAMPA, FLORIDA 33601 (BI3) 227-8500 FAA (813) 229-0134

92 LARE WIRE DRIVE P. O.Box 32092 LAPELAND, FLORIDA JOBOS 18131 682-1161 FAN (813) 658-1186

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1200 BRICHELL AVENUE P. O.Box O18441 Minwi, FLORIDA 22101 1305) 374-8500

HOLLAND & KNIGHT

PLEASE REPLY TO:

800 NORTH MAGROLIA AVENUE P. O.Bax 1528 ORLANDO, FLORIDA 32002 (407) 425-0500

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FA 1305) 463-2030

886 SEVENTEENTH STREET, N. N. SUITE 900 WASHINGTON, D.C. JOOOS (202) 955-5550 FAN 12021 955-5564

September 18, 1990

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: Articles of Amendment

F. W. Bell, Inc. (Doc. No. J53730)

Dear Sir or Madam:

I have enclosed with this letter the Articles of Amendment to the Articles of Incorporation of F. W. Bell, Inc., a Florida corporation. Please file the original and have the copy certified and returned to me. I have enclosed our firm's check in the amount of \$87.50 to cover the cost of the filing fee and cost of the certified copy.

Thank you in advance for your kind attention to this matter.

Sincerely,

HOLLAND & KNIGHT

James F. Heekin Jr.

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FLORIDA DEPARTMENT OF STATE Jim Smith

Jim Smith
Secretary of State

October 3, 1990

JAMES F. HEEKIN HOLLAND & KNIGHT P.O. BOX 1526 ORLANDO, FL 32802

SUBJECT: F.W. BELL INC. Reference: J53730

Dear Mr. Heekin:

We have received your document for the above corporation and your check(s) totaling \$87.50. However, the document has not been filed and is being returned for the following:

Please sign the unsigned check and return it along with a copy of this letter to ensure your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan Document Examiner Amendment Section

ARTICLES OF AMENDMENT F. W. BELL, INC.

FILED 9-20-90

1. Article FIFTH of the Articles of Indeprovation of/F. W. Bell, Inc., a Florida corporation previously known as June, Inc., which was filed on January 27, 1987 under Charter Number J53730, is hereby amended to read as follows:

"FIFTH: The aggregate number of shares which the corporation shall have authority to issue is: One Million shares (1,000,000) common shares without par value"

2. The foregoing Amendment was adopted by the sole shareholder of this corporation on the 2.4 day of 2.4. ALL.

6%

Edmind J. Laveok, President

T. C. Jamieson, Secretary

STATE OF FLORIDA

S. P. S. (1)

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of Antibal(2), 1990, by Edmond J. Laveck, President and T. C. Jam'eson, Secretary of F. W. Bell, Inc., a Florida corporation, on behalf of the corporation.

Notary Public State of Florida at Large

My Commission Expires:

(NOTARIAL SEAL)

NOTARY PUBLIC, STATE OF FLORIDA.
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WRITTEN CONSENT OF THE SOLE SHAREFOLDER OF P. W. BELL, INC. IN LIEU OF SPECIAL MEETING

Group Financial Partners, Inc., a Kentucky corporation, the sole shareholder of F. W. Bell, Inc., a Florida corporation hereby takes the following actions by written consent in lieu of special meeting of the shareholders pursuant to the provisions of Section 607.0704, Florida Statutes:

RESOLVED, that the authorized stock of this corporation be increased from 500,000 shares of common stock without par value to 1,000,000 of common stock without par value, in order to increase the authorized shares of the corporation; and further

RESOLVED, that the President and Secretary of the corporation be and they hereby are authorized to execute Articles of Amendment amending the Articles of Incorporation in order to increase the stock of the corporation as provided herein, and to file those Articles of Amendment in the office of the Secretary of State in Tallahassee; and further

RESOLVED, that the proper officers of this corporation are hereby authorized and directed to secure new stock certificates for the corporation evidencing the increase in the capital stock; and further

RESOLVED, that the proper officers of this corporation are hereby authorized to pay all fees and expenses, and to take all acts that may be necessary in order to effectuate the foregoing Amendment.

Adopted this 13 day of Aust, 19

GROUP FINANCIAL PARTNERS, INC.

Its President

Sole Shareholder

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FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION

ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE John Shum Secretary of State DIVISION OF CORPORATIONS

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GILL, JEFFREY T.

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SIGNATURE

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ARTICLES OF MERGER

NAMES OF MERGED CORPORATION(S)	STATE OF INC.	DOCUMENT # IF APP.
CONTINENTAL TESTING LABORATORIES, INC.	FL	J53739
	•	
	RGING INTO	
NAME OF SURVIVING CORPORATION	STATE OF INC.	DOCUMENT # IF APP.
F. W. BELL, INC.	FL	J53730 ^{(,}
IF NAME OF THE SURVIVING CORPORATI THAT THE SURVIVING CORPORATION CHA	ON WAS CHANGED IN THE	E MERGER, THE NAME
File Date: 4-12-93		
Effective Date, if applicable:	· · · · · · · · · · · · · · · · · · ·	
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SECRETARY OF STATE DIVISION OF CHYPORATIONS
LOWNDES, DROSDICK, DOSTER, KANTOR & REED
PROFESSIONAL ASSOCIATION 93 APR 12 AM 9: 57

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JAMES BALLETTA
WILLIAM A, GECKETT
WILLIAM R, BHOO, JR
MATTHEW D, GRENNER
DALE A SUBMET
JAMET M COURTNEY

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LLIAM E DOBTER
EPHEN O, DUNGGON
LLIAM T. DINGDRO, JR.
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ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32602-2809

TELECOPIER (407) 843-4600 TELECOPIER (407) 423-4495

April 7, 1993

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CLEATURE & ENIMOUS
GART R SOLES
JAMES & ENCOMMOUN
SCOTT C FROMPRON
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FOR THE CONTROL

Division of Corporations Amendment Section Post Office Box 6327 Tallahassee, FL 32314

Re: Articles of Marger/Continental Testing Laboratories, Inc. into F. W. Bell, Inc.

Dear Sir or Madam:

At the request of Jim Heekin, I have enclosed with this letter, the original and one copy of Articles of Merger along with the Agreement and Plan of Merger for filing with your office. I have enclosed our firm's check in the amount of \$87.50 to cover the cost of filing and to obtain a certified copy of same. I have also enclosed a return envelope for your use. Thank you in advance for your kind attention to this matter.

Sincerely,

Cinda M. Farren

Secretary to James F. Heekin, Jr.

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/cmf Enclosures 016010\35155\0070986.wp\farrence

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ARTICLES OF MERGER MERGING CONTINENTAL TESTING LABORATORIES, INC., A FLORIDA CORPORATION INTO F. W. BELL, INC., A FLORIDA CORPORATION



Pursuant to Florida Statutes Section 607.1105, the undersigned have duly executed these Articles of Merger and state as follows:

- Continental Testing Laboratories, Inc. a Florida corporation ("CTL"), shall be merged with and into F. W. Bell, Inc., a Florida corporation ("Bell"), in accordance with the attached Agreement and Plan of Merger.
- The surviving corporation shall be Bell.
- 3. The Board of Directors of Bell approved and adopted the Plan of Merger by written consent dated as of the 31st day of January, 1993. The Board of Directors of CTL approved and adopted the Plan of Merger by written consent dated as of the the 31st day of January, 1993. Shareholder approval is not required of either corporation because eighty percent (80%) of the stock of CTL is owned by Bell. Bell delivered notice of the merger and a copy of the Agreement and Plan of Merger to to the remaining shareholders of CTL and advised them of their dissenter's rights.
- 4. Pursuant to the Plan of Mczger, the merger shall be effective on the date and at the time these Articles are filed in the Office of the Secretary of State of the State of Florida.
- 5. Upon the merger, all issued and outstanding shares of stock of CTL, except for fractional shares, shall be exchanged for shares of common stock of Bell as provided in the Plan of Merger. Fractional shares shall be paid for in cash as provided in the Plan of Merger.

IN WITNESS WHEREOF, Continental Testing Laboratories, Inc. and F. W. Bell, Inc. have each caused these Articles of Merger to

be signed by its President and attested by its Secretary or Assistant Secretary this 23rd day of March __, 1993. CONTINENTAL TESTING LABORATORIES, INC. a Florida corporation ACCESS! (Lakut Secretary Its President F. W . BELL, INC., a Florida corporation Its President STATE OF \mathcal{I} COUNTY OF (/) The foregoing instrument was acknowledged before me this 2311 day of Mirch, 1993 by Achart J. Urlocker.
President of CONTINENTAL TESTING LABORATORIES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _ as identification and did not take an oath. Name: (/);4// Notary Public Serial Number: CC2305 RPITES

USE OF SAME STATES OF COMMERCE OF SAME STATES OF CASE My Commission Expires: STATE OF COUNTY OF The All the Committee of th The foregoing instrument was acknowledged before me this Ind day of March, 1993 by Ednard Jacob.

President of F. W. BELL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did not take an oath. Name: / KALULU JULLICUIC Notary Public CC 135 73 Serial Number: CC (35)
My Commission Expires: RGSAMMAD BOLDUC 151-b003/B/ZZB 2 Kintary Pipi Spitiate of Florida My Objection Gazzeri ACCC 43,1975 (my fire to 1000)

AGREEMENT AND PLAN OF MERGER BETWEEN F. W. BELL, INC., A FLORIDA CORPORATION AND CONTINENTAL TESTING LABORATORIES, INC., A FLORIDA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 31, 1993 made by and between F. W. Bell, Inc., a Florida corporation ("Bell") and Continental Testing Laboratories, Inc., a Florida corporation ("CTL") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, CTL desires to merge with and into Bell, with Bell being the surviving corporation (the "Merger") upon the terms, and subject to the conditions, set forth in the Plan of Merger set forth herein (the "Plan"); and

WHEREAS, the Boards of Directors of Bell and CTL have determined that it is advisable that CTL be merged into Bell, on the terms and conditions set forth herein and in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I. THE MERGER

- 1. The Plan is that CTL be merged into Bell upon the filing with the Department of State of the State of Plorida (the "Department of State") of Articles of Merger effecting the Merger and upon the Merger of all of the outstanding capital stock of CTL shall be exchanged for common stock of Bell, or cash in the case of fractional shares, as provided in Article III hereof. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Department of State.
- 2. On the Effective Date, CTL shall be merged with and into Bell. The separate existence of CTL shall cease at the Effective Date and the existence of Bell shall continue unaffected and unimpaired by the Merger with all rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
- 3. The Plan has been approved by the Directors of Bell and CTL in accordance with Section 607.1104 of the Act. Bell shall

mail or personally deliver a copy of this Agreement and Plan of Merger to each of the shareholders of CTL other than Bell. In compliance with the Act, Bell agrees not to file the Articles of Merger with the Department of State until at least 30 days after the date it mails a copy hereof to each shareholder of CTL who does not waive the mailing requirement in writing. If all such shareholders so waive the mailing requirement, then the Articles of Merger may be filed at any time after the last shareholder waiver is obtained.

ARTICLE II. EFFECTS OF THE MERGER

Upon the Merger on the Effective Date, Bell shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of CTL, and shall be responsible and liable for all liabilities and obligations of CTL, all as more particularly set forth in Section 607.1106 of the Act.

ARTICLE III. TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of CTL's common stock into shares of Bell common stock shall be as follows:

- 1. Each share of CTL's common stock (the "CTL Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one share of the presently authorized and unissued shares of the common stock of Bell (the "Bell Common Stock"); provided that no fractional share of Bell Common Stock shall be issued or exchanged for shares of CTL Common Stock.
- 2. Former holders of CTL Common Stock who would be entitled to receive fractional shares of Bell Common Stock upon the Effective Date shall receive in lieu thereof cash in an amount proportionately equal to Twelve Dollars (\$12.00) for a whole share of CTL Common Stock. To illustrate, the holder of one-half share fractional interest would be entitled to receive Six Dollars (\$6.00) for that interest.
- 3. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of CTL.

ARTICLE IV. DISSEMTERS' RIGHTS

Shareholders of CTL who, except for the applicability of 607.1104(1)(a) of the Act which provides that a vote of the CTL shareholders is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent from the Merger pursuant to Section 607.1320 of the Act, may be entitled, if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

ARTICLE V ASSIGNMENT

If at any time Bell shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Bell the title to any property or rights of CTL, or to otherwise carry out the provisions hereof, the proper officers and directors of CTL as of the Effective Cate shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Bell.

ARTICLE VI

Bell shall pay all expenses of accomplishing the Merger.

ARTICLE VII AMENDMENT

At any time before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the Directors of Bell and CTL may amend the Plan.

ARTICLE VIII.

If for any reason consummation of the Merger is inadvisable in the opinion of the Boards of Directors of Bell or CTL, the Plan may be terminated at any time before the Effective Date by resolution of the Boards of Directors. Upon termination as provided herein, the Plan shall be void and of no further effect, and there shall be no liability by reason of the Plan or the termination hereof on the part of Bell or CTL, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands as of the date first above written.

Bell:

P. W. BELL, INC., a Plorida corporation

Its

CTL:

CONTINENTAL TESTING LABORATORIES, INC., a Florida

corporation-

Its

President

ARTICLES OF MERGER

NAMES OF MERGED CORPORATION(S)	STATE OF INC.	DOCUMENT # IF APP.
SERVICES GROUP CORPORATION	FL	P92000010927
	HERGING INTO	·
NAME OF SURVIVING CORPORATION	STATE OF INC.	DOCUMENT ** IP APP,
F. W. BELL, INC.	· FI.	J53730 ^{I,}
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STEMPEN D. DUNGOAN

MILLIAN T. OTHORNOO, JR.

THOMAS T. FRANCES

LUCKA T. FRANCES

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MILLIAN T. FRANCES

LUCKA T. FRANCES

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216 HOMEN EDLA DANK POST OFFICE BOF 2609 ORLANDO, FLORIDA 32802-2809

> TELEPHONE (407) 843-4600 TELECOMES (407) 483-4485

April 7, 1993

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Division of Corporations Amendment Section Post Office Box 6327 Tallahasses, FL 32314

Re: Articles of Merger/Services Group Corporation into F. W. Bell, Inc.

Dear Sir or Madam:

At the request of Jim Heekin, I have enclosed with this letter, the original and one copy of Articles of Merger along with the Agreement and Plan of Merger for filling with your office. I have enclosed our firm's check in the amount of \$87.50 to cover the cost of filing and to obtain a certified copy of same. I have also enclosed a return envelope for your use. Thank you in advance for your kind attention to this matter.

Sincerely,

Circle M. Ferren

Secretary to James F. Heekin, Jr.

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ARTICLES OF MERGER MERGING SERVICES GROUP CORPORATION, A PLORIDA CORPORATION INTO W. BELL, INC A FLORIDA CORPORATION

607.1105, the Pursuant to Florida Statutes Section undersigned have duly executed these Articles of Merger and state as follows:

- Services Group Corporation, a Florida corporation ("SGC"), shall be merged with and into F. W. Bell, Inc., a Florida corporation ("Bell"), in accordance with the attached Agreement and Plan of Merger.
- The surviving corporation shall be Bell. 2.
- The Board of Directors of Bell approved and adopted the Plan of Merger by written consent dated as of the 31st day of January, 1993. The Board of Directors of SGC approved and adopted the Plan of Merger by written consent dated as of the the 31st day of January, 1993. Shareholder approval is not required of either corporation because one hundred percent (100%) of the stock of SGC is owned by Bell.
- Pursuant to the Plan of Merger, the merger shall be effective on the date and at the time these Articles are filed in the Office of the Secretary of State of the State of Florida.
- Upon the merger, all issued and outstanding shares of stock of SGC shall be surrendered and cancelled.

IN WITNESS WHEREOF, Services Group Corporation and F. W. Bell, Inc. have each caused these Articles of Merger to be signed by its President and attested by its Secretary or Assistant Secretary this 2600 day of Mirch, 1993.

> SERVICES GROUP CORPORATION, a Florida corporation

By: Cool Mr. Comick

Its President

Actost	F. W. BELL, INC., a Florida corporation By:
Secretary	Fee President
COUNTY OF Change	
The foregoing instrument this Academy of Macademy, 19 President of SERVICES GROUP CORPOR behalf of the corporation. has produced as an oath.	PORATION, a Florida corporation,
	2
	Name: 1 1 32 much Diffice (*) Notary Public
	Serial Number:
	My Commission Expires:
STATE OF Stride	COMM + CC 191497 M Co HI 11 IN 14 M CO
	a Florida corporation, on behalf
oath.	2
	Notary Public)
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AGREEMENT AND PLAN OF MERGER BETMEEN F. W. BELL. INC. A FLORIDA CORPORATION AND SERVICES GROUP CORPORATION. A FLORIDA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 31, 1993, made by and between F. W. Bell, Inc., a Plorida corporation ("Bell") and Services Group Corporation., a Florida corporation ("SGC") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, SGC desires to merge with and into Bell, which is the sole shareholder of SGC, with Bell being the surviving corporation (the "Merger") upon the terms, and subject to the conditions, of the Plan of Merger set forth herein (the "Plan"); and

WHEREAS, the Boards of Directors of Bell and SGC have determined that it is advisable that SGC be merged into Bell, on the terms and conditions set forth herein and in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I. THE MERGER

- 1. The Plan is that SGC be merged into Bell upon the filing with the Department of State of the State of Florida (the "Department of State") of Articles of Merger effecting the Merger and upon the Merger, all of the outstanding capital stock of SGC shall be surrendered and cancelled. The term "Effective Date" shall mean the date on which and the time when the Articles of Merger are filed with the Department of State.
- 2. On the Effective Date, SGC shall be merged with and into Bell, the separate existence of SGC shall cease and the existence of Bell shall continue unaffected and unimpaired by the merger with all rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
- 3. The Plan has been approved by the Directors of Bell and SGC in accordance with Section 607.1104 of the Act.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

Bell:

F. W. BELL, INC., a Florida corporation

y: On.

SGC:

SERVICES GROUP CORPORATION a Plorida corporation

By: Co- \ MC- Committee

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ARTICLE II. RFFECTS OF THE MERGER

Upon the Merger on the Effective Date, Bell shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of SGC, and shall be responsible and liable for all liabilities and obligations of SGC, all as more particularly set forth in Section 607.1106 of the Act.

ARTIGUR III ABBIGNMENT

If at any time Bell shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Bell the title-to any property or rights of SGC, or to otherwise carry out the provisions hereof, the proper officers and directors of SGC as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Bell.

ARTICLE IV

Bell shall pay all expenses of accomplishing the Merger.

ARTICLE V

At any time before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the Directors of Bell and SGC may amend the Plan.

ARTICLE VI. TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Boards of Directors of Bell or BGG, the Pian may be terminated at any time before the Effective Date by resolution of the Roards of Directors, Upon termination as provided herein, the Pian shall be void and of no further effect; and there shall be no liability by reason of the Pian or the termination hereof on the part of Bell or RGC, or their directors, officers, employees, agents, or shareholders.

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PUBLIC ACCESS SYSTEM
                                  BLECTRONIC PILING COVER SHEET
(({H96000004375}})
                                                   PROM: LOWNDES, DROSDICK, DOSTER, KANTOR &
 TO: DIVISION OF CORPORATIONS
       DEPARTMENT OF STATE
                                                            215 N BOLA DR
       STATE OF PLORIDA
409 EAST GAINES STREET
                                                            ORLANDO FL 32801-
                                               CONTACT: CINDA M PARREN
       TALLARASSEE, PL 32399
                                                  PHONE: (407) 843-4600
FAX: (904) 922-4000
                                                     PAX: (407) 423-4495
                                      DOCUMENT TYPE: BASIC AMENDMENT
(((H96000004375)))
     NAME: F.M. BELL, INC. FAX AUDIT NUMBER: H96000004375
                                                               CURRENT STATUS: REQUESTED
                                                     TIME REQUESTED: 08:53:48
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
        DATE REQUESTED: 03/27/1996
      CERTIPIED COPIES: 1
       NUMBER OF PAGES: 2
                                                              ACCOUNT NUMBER: 072720000036
      ESTIMATED CHARGE: $87.50
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 26, 1996

CINDA M. FARREN LORNDES, DROSDICE, DOSTER, ET AL. 215 N. EGLA DR. GRIANDO, FL 32801

The name BELL TECHNOLOGIES, INC. has been reserved for 120 days beginning Fabruary 26, 1996. The reservation number is R96000000993 and this reservation is NONREMEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarke and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 696A00008276

Received
Date 2/2/6/9/6
Time /2:3/

Division of Corporations - P.O. BOX 0327 - Tallahassee, Florida 32314

03/27/98 WED 18:24 FAX 03/27/WHS 13:22 F1. Dept, or State p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of Stata

March 27, 1996

P.W. RELL, INC. 4 C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION, FL 3332408

SUBJECT: F.W. BELL, INC.

REF: J53730

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abendoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt Corporate Specialist FAX Aud. #: E96000004375 Letter Number: 996A00014051 H96000004375

ARTICLES OF AMENDMENT TO SECULAR 27 PM 4: 45 F. W. BELL, INC.

- F. W. BELL, INC., a Florida corporation (the "Corporation") by and through its undersigned President and Secretary, files these Articles of Amendment to the Articles of Incorporation of the Corporation:
- Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"FIRST: The name of the corporation is Bell Technologies, Inc."

- Except as amended hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.
- 3. The foregoing amendment was adopted by the directors of the Corporation on February 28, 1996, and recommended to the shareholders for approval.
- 4. The amendment was adopted by the holders of a majority of the Corporation's outstanding shares by written consent in lieu of meeting on February 28, 1996, and notice of the action was provided to the remaining shareholders of the Corporation as required by section 607.0704(3), Florida Statutes. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president and secretary of the corporation have executed these Articles of Amendment on February 25, 1996.

986mas W. I Its President

Thomas C. Jamieson Its Secretary

This immuness, was proported by: James F. Renkin, Iv. Lowedon, Dreaming, Dumer, Kanter & Rand, P.A. Pers Office Sen 2009 Orlands, Phrifts 92800-2800 (407)963-4000 Ph. Sar No: 0300084

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WRITTEN CONSENT OF THE MAJORITY STOCKHOLDER IN LIEU OF SPECIAL MEETING OF F. W. BELL, INC.

The undersigned, being the majority stockholder of F. W. Bell, Inc., a Florida corporation, hereby take the following actions by written consent in lieu of special meeting of the stockholders, pursuant to the provisions of section 607.0704, Florida Statutes:

RESOLVED, that the name of the corporation be changed to that of:

BELL TECHNOLOGIES, INC.

and further,

RESOLVED, that the President and Socretary are hereby authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have that instrument filed in the office of the Secretary of State in Tallahassee, Florida; and further

RESOLVED, that the Secretary is hereby directed to provide notice of this action to the remaining stockholders of the corporation within 10 days in compliance with the requirements of section 607.0704(3), Florida Statutes, and is authorized to execute a Certificate of Amendment to the Bylaws of the corporation evidencing the change of the corporate name and to affix that certificate to the Bylaws of the corporation; and further

RESOLVED, that the President and Secretary are hereby authorized and directed to execute any further documents, pay the necessary fees and costs and do any and all things that may be necessary to effectuate the foregoing resolutions.

Dated: February 28, 1996

GROUP FINANCIAL PARTNERS, INC.

. . . .

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12/30/96 MON 14:08 FA

PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

(((H96000018143 3)))

TO: DIVISION OF CORPORATIONS

PAX 4: (904)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. CONTACT: CINDA M PARREN

ACCT#: 072720000036

PHONE: (407)843-4600

PAX #: (407)423-4495

NAME: BELL TECHNOLOGIES, INC. AUDIT NUMBER...... H96000018143 DOC TYPE.....BASIC AMENDMENT CERT. OF STATUS..0

CERT. COPIES.....1

PAGES... DEL METHOD. PAX

HOTE: PLEASE PRINT TRIS PAGE AND USE IT AS A COVER SHEET. TYPE THE PAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BELL TECHNOLOGIES, INC.

RELL TECHNOLOGIES, INC., a Florida corporation (the "Corporation") by and through its undersigned President and Secretary, files these Articles of Amendment to the Articles of Incorporation of the Corporation:

1. Article FIFTH of the Articles of Incorporation is hereby deleted in its emirety and replaced with the following:

"FIFTH: The aggregate number of shares which the corporation shall have authority to issue is: One Million Five Hundred Thousand (1,500,000) common shares, \$.01 par value per share. The shares of common stock without par value issued and outstanding on the effective date and time of this Article, shall be and hereby are converted, without any further action, into an identical number of shares of common stock, \$.01 par value per share."

 Article SEVENTH of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"SEVENTH: The affairs of the corporation are to be conducted by a Board of Directors of not less than five (5) nor more than twelve (12) members, the number to be set by the directors as provided in the bylaws. The Board of Directors shall have the power to increase or decrease the number of directors on the Board of Directors last approved by Florida law; provided, however, that at no time shall the number of directors be less than five (5) nor more than twelve (12) without amendment of this Article."

- Except as amended hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.
- 4. The foregoing amendment was adopted by the directors of the Corporation on February 25, 1995, and recommended to the shareholders for approval.

This instrument was proposed by: James P. Horden, Ir. Lovenbe, Desedick, Doster, Kamor & Basel, P.A. Pent Office Box 2809 Orleado, Florida 32802-2809 (407)863-4600 Flo. Ber No: 0502594 FILED
96 DEC 30 PM 3: 45
SECRETARY OF STATE
TALLAHASSEE, FLORDA

H960000018143

5. The amendment was adopted by the holders of a majority of the Corporation's constanding shares by written consent in Heu of meeting on December 19, 1996, and notice of the action was provided to the remaining shareholders of the Corporation as required by section 607.0704(3), Florida Statutes. The number of votes cast was sufficient for approval.

IN WITNESS WHERPOF, the undersigned president and secretary of the corporation have executed these Articles of Amendment on December 2, 1996.

Chomas W. Loveloo

= 0

Thomas C. Jamieson Its Secretary

WRITTEN CONSENT OF THE MAJORITY SHAREHOLDER OF BELL TECHNOLOGIES, INC. IN LIEU OF SPECIAL MEETING

The undersigned, being the holder of a majority of the outstanding shares of the common stock of Hell Technologies, Inc., a Florida corporation, hereby takes the following actions by written consent in lieu of special meeting of the shareholders pursuant to the provisions of sections 607.0704 and 607.1103, Plorida Statutes:

RESOLVED, that, as recommended to the shareholders by the corporation's board of directors, the articles of incorporation of the corporation be amended to (i) authorize the issuance of a total of One Million Five Hundred Thousand (1,500,000) shares of Common Stock having a par value of \$.01, and (ii) to adjust the maximum size of the Corporation's board of directors; and further

RESOLVED, that notice of the actions taken by the majority shareholder, together with a copy of the Articles of Amendment accomplishing such actions, be provided to the remaining shareholders within ten (10) days pursuant to Florida law; and further

RESOLVED, that the officers of the corporation are hereby authorized and directed to file the necessary documents with the State of Florida to accomplish the amendments to the articles of incorporation authorized herein, to pay all necessary fees and costs incurred by the corporation attendant to such amendments, and to execute any other documents and take any other actions which are in furtherance of the merger authorized herein.

ADOPTED this /9 day of December, 1996.

GROUP FINANCIAL PARTNERS, INC.

600400.