

JS3730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200367429612

Charter # 0715

J 53730

VALIDATION ONLY

ROGERS, TOWERS, BAILEY, JONES & GAY
Requestor's Name

118 1/2 East Jefferson Street
Address

Tallahassee, FL 32301 222-7200
City State ZIP Phone #

PLEASE CALL CONNIE OR PAT IF ANY PROBLEMS
CORPORATION'S NAME

02/03/07 00027 010
DOMESTIC FILING
REGISTERED AGENT
CHARTER TAX 10.00
CHARTER FILING 15.00
CERTIFIED COPY 15.00
TOTAL 40.00

JTG, Inc

☒ PROFIT ☐ AMENDMENT ☐ MERGER
☐ FOREIGN ☐ DISOLUTION ☐ MARK
☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT ☐ RENEWAL
☐ REINSTATEMENT ☐ OTHER
☐ CERTIFIED COPY ☐ PHOTO COPY ☐ CERTIFICATE UNDER SEAL
☐ WALK IN ☐ WILL WAIT ☒ PICK UP ☐ MAIL OUT ☐ CALL ☐ AFTER 4:30

Name	JTG, Inc
Availability	1/27/07
Document	1/27/07
Examiner	1/27/07
Updater	1/27/07
Verifier	1/27/07
Acknowledgment	1/27/07
W.P. Verifier	1/27/07

1/27/07

3:00

J 53730

C. TAX 17.25.00
FILING 15.00
R. AGENT FEE 3.00
C. COPY 15.00

FILED
JAN 27 PM 1:03
TALLAHASSEE, FL 32301

J53730

FILED

EST JUN 27 PM 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
JTC, INC.
* * * * *

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

FIRST: The name of the corporation is:
JTC, INC.

SECOND: The period of duration is perpetual.

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

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

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 Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is:

Five Hundred Thousand (500,000) Common Shares without par 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:

<u>NAME</u>	<u>ADDRESS</u>
Chester A. Mitchell	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 L. Davis	515 W. Market St. Louisville, KY 40202
Jeffrey T. Gill	515 W. Market St. Louisville, KY 40202

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert C. Hancock	813 Carew Tower Cincinnati, Ohio 45202
G. L. Hatfield	813 Carew Tower Cincinnati, Ohio 45202
S. C. Currie	813 Carew Tower Cincinnati, Ohio 45202

Dated: January 22, 1987.

R. C. Hancock
R. C. Hancock

G. L. Hatfield
G. L. Hatfield

S. C. Currie
S. C. Currie
Incorporators

STATE OF OHIO

COUNTY OF HAMILTON

The foregoing instrument was acknowledged before me this
22nd day of January, 1987, by R. C. Hancock, G. L.
Hatfield, and S. C. Currie of JTG, INC.

My commission expires:

Mary Lou Schoeller
Mary Lou Schoeller
Notary Public

MARY LOU SCHOELLER
Notary Public, State of Ohio
My Commission Expires Sept. 22, 1991

(NOTARIAL SEAL)

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

C T CORPORATION SYSTEM

G. L. Hatfield
G. L. Hatfield
Assistant Secretary

J53730

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

ROGERS, TOWERS, BAILEY, JONES & GAY

Requestor's Name

118 1/2 East Jefferson Street

Address

Tallahassee, FL 32301 222-7200

City State ZIP Phone #

PLEASE CALL CONNIE OR PAT IF ANY PROBLEMS
CORPORATION'S NAME

VALIDATION ONLY

02/24/97 00093 002

MERGERS
CERT/PHOTO COPY 15.00
MERGER 30.00
=====

TOTAL 45.00

E.W. Bell, Inc

merging into

ITG, Inc.

☐ PROFIT ☐ NON-PROFIT ☐ AMENDMENT ☒ MERGER
☐ FOREIGN ☐ DISSOLUTION ☐ MARK
☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT ☐ RESERVATION
☐ REINSTATEMENT ☒ OTHER Waiver of Mailing Plan
☐ CERTIFIED COPY ☐ PHOTO COPIES ☐ CERTIFICATE UNDER SEAL
☒ WALK IN ☐ WILL WAIT ☒ PICK UP ☐ MAIL OUT ☐ CALL ☐ AFTER

Name	2-10-97
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W.P. Verifier	

name change
2/10/97

CHARTER TAX STAMP

FILING 30
R. AGENT FEE 15
C. COPY 45
TOTAL 90
R. RENEW

Please Call me with
the filing fee.

Thanks!

Connie

CR2E031 (R4-84)

ARTICLES OF MERGER
OF
F.W. BELL, INC.
INTO
JTG, INC.

FILED

1987 FEB 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, 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 JTQ, Inc., a Florida corporation. JTQ, 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 JTQ, INC., a Florida corporation, prepared pursuant to Section 1701.80 of the Ohio General Corporation Law and Section 607.227 of the Florida General Corporation Act.

1. Names and States of Incorporation. The names and states of incorporation of the corporations proposing to merge are F.W. Bell, Inc. an OHIO CORPORATION, and JTQ, Inc., a Florida corporation. F.W. Bell, Inc., the subsidiary corporation, proposes to merge into JTQ, Inc., the surviving corporation. F.W. Bell, Inc. is sometimes

hereinafter referred to as the "Subsidiary Corporation." JTO, Inc. is sometimes hereinafter referred to as the "Surviving Corporation." JTO, 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 201,000 shares are issued and outstanding.

3. Terms 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 certificate required by Section 1701.81 of the Ohio General Corporation Law 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. Dissenter's Rights. 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 9/12 day of February, 1987.

F.W. BELL, INC.

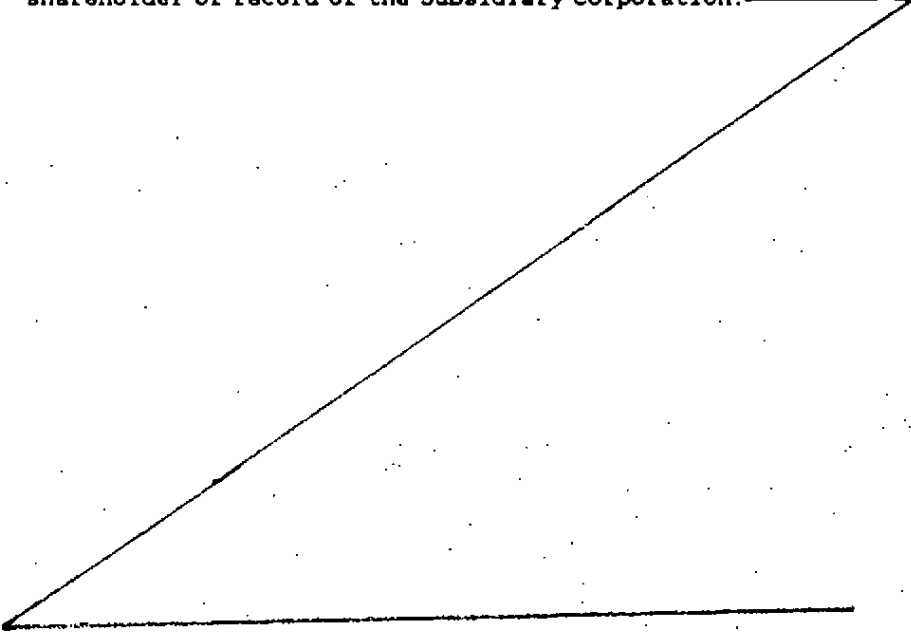
JTG, INC.

By /s/ _____ By /s/ _____

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:

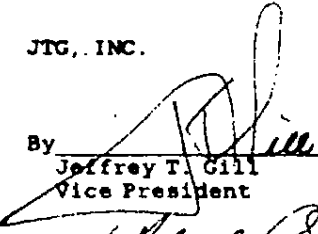
<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned By Surviving Corporation</u>
F.W. Bell, Inc.	3,200 435	common Class A	3,200 435


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 9th day of February, 1987.

JTG, INC.

By 
Jeffrey T. Gill
Vice President

By 
Richard L. Davis
Assistant Secretary

STATE OF KENTUCKY)
 : SS
COUNTY OF JEFFERSON)

I, a notary public, do hereby certify that on this 9th 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.

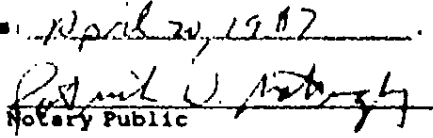
My commission expires: April 20, 1987


Notary Public

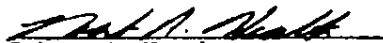
STATE OF KENTUCKY)
 : SS
COUNTY OF JEFFERSON)

I, a notary public, do hereby certify that on this 9th 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: April 20, 1987


Notary Public

This Instrument Prepared By:


Robert A. Heath
WYATT, TARRANT & COMBS
Citizens Plaza
Louisville, Kentucky 40202
(502) 589-5235

RAH11/514

FILE NOW, OR THIS CORPORATION WILL BE DISSOLVED ON NOVEMBER 4, 1988!

CORPORATION

ANNUAL REPORT
1988



DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS

Filing Fee of \$25 Required — Make Checks Payable To: Secretary of State

053730 4
BELL (P.W.), INC.
C T CORPORATION SYSTEM
6751 WEST BROWARD BLVD.
PLANTATION, FL 33324

Enter Change of Address of Corporation Principal Officer, PO Box Number Alone is NOT Sufficient

Street Address 21

PO Box No 22

City and State 23

Zip Code 24

Signature of Officer or Director who was entered the correct address
in the 1988 Annual Report

1. Name of Corporation 61/27/1987 2. Fiscal Year 31-4351062 3. Date of
Filing 4. State of Florida 5. Type of Report
6. Check appropriate box for type of report: 7. Enter change of address of principal officer, PO Box Number Alone is NOT Sufficient
8. Enter change of address of principal officer, PO Box Number Alone is NOT Sufficient
9. Enter change of address of principal officer, PO Box Number Alone is NOT Sufficient
10. Enter change of address of principal officer, PO Box Number Alone is NOT Sufficient

NAME	ADDRESS	CITY	STATE
MICHELLE, CHESTER A.	6120 HANGING MOSS RD.	ORLANDO	FL
Laveck, Edmund J.	6120 Hanging Moss Rd.	Orlando	FL
JAMIESON, THOMAS C.	6120 HANGING MOSS RD.	ORLANDO	FL
GILL, ROBERT E.	515 W. MARKET ST.	LOUISVILLE	KY
DAVIS, RICHARD L.	515 W. MARKET ST.	LOUISVILLE	KY
GILL, JEFFREY T.	515 W. MARKET ST.	LOUISVILLE	KY

REGISTERED AGENT INFORMATION

CT CORPORATION SYSTEM
6751 WEST BROWARD BLVD.
PLANTATION, FL 33324

Name and Address of New Registered Agent

Street Address 21 Do NOT Use PO Box Number 22

Street Address 21 Do NOT Use PO Box Number 22

City and State 23

Zip Code 24

FL

I, the undersigned, do hereby certify that the above named corporation is incorporated under the laws of the State of Florida, submits this report
and the report of the corporation's financial condition to the Department of Revenue
and the Department of Corporations, and that the report of the corporation's financial condition is true and correct.

DATE

Signature of Officer or Director who was entered the correct address in the 1988 Annual Report

Signature of Officer or Director who was entered the correct address in the 1988 Annual Report

Signature of Officer or Director who was entered the correct address in the 1988 Annual Report

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Signature of Officer or Director who was entered the correct address in the 1988 Annual Report

Signature of Officer or Director who was entered the correct address in the 1988 Annual Report

Thomas C. Jamieson

Secretary

August 18, 1988

407/578-6900

\$5 Additional Fee
required for a
Certificate of Status

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

APPROVED 02/15/01

CORPORATION

ANNUAL REPORT

1990



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

FILED

1990 APR -6 PM 3:08

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Filing Fee of \$35 Required — Make Checks Payable To: Secretary of State

Name and Address of Corporation Principal Office

J53730 4

ZIP + 4 PRESORT

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

If above address is incorrect in any way, enter the correct address in item 2, include Zip Code

2 If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box number alone is NOT sufficient. The name of the corporation can be changed only by filing an amendment.

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

Date of Quoted Business in Florida 01/27/1987

4 FEI Number 31-4351062

☐ FEI Number Applied For
☒ FEI Number Not Applicable

Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information.)

1	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State	5
D	LAVECK, EDWARD J.	6120 HANGING MOSS RD.	ORLANDO, FL	
S/D	JAMIESON, THOMAS C.	6120 HANGING MOSS RD.	ORLANDO, FL	
D	GILL, ROBERT E.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.	
D	DAVIS, RICHARD L.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.	
D	GILL, JEFFREY T.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.	

REGISTERED AGENT INFORMATION

B. Name and Address of New Registered Agent

Name 81

Street Address 1 (Do NOT Use P.O. Box Number) 82

Street Address 2 (Do NOT Use P.O. Box Number) 83

City and State 84

FL

Zip Code 85

CT CORPORATION SYSTEM
8751 WEST BROWARD BLVD.
PLANTATION, FL 33324

I, the undersigned, Secretary of State, do hereby certify that the above named corporation, incorporated under the laws of the State of Florida, submits this statement of its officers and directors, and its registered agent, as required by Chapter 607, F.S., and that the corporation is in good standing.

Registered Agent Accepting Appointment

DATE

I, the undersigned, do hereby certify that the information provided on this annual report or successor annual report is true and accurate and that my signature shall have the same legal effects as if made by the person named in the report as required by Chapter 607, F.S.

Thomas C. Jamieson

Controller

Date

Time of Filing

407 678-6900

50 Annual Fee
required for a
Certificate of Status

LAW OFFICES

HOLLAND & KNIGHT

J53730

1401 MANATEE AVENUE WEST
P.O. Box 241
BRADENTON, FLORIDA 34208
(813) 747-5550
Fax (813) 748-6845

2000 INDEPENDENT SQUARE
P.O. Box 52687
JACKSONVILLE, FLORIDA 32204
(904) 353-2000
Fax (904) 358-1872

400 NORTH ASHLEY
P.O. Box 1288
TAMPA, FLORIDA 33601
(813) 227-8500
Fax (813) 229-0134

92 LAKE WIRE DRIVE
P.O. Box 32082
LAKELAND, FLORIDA 33802
(813) 882-1181
Fax (813) 888-1186

CABLE ADDRESS
H&K MIA
TELEFAX 51-7233 MIAMI

1200 BRICKELL AVENUE
P.O. Box 016441
MIAMI, FLORIDA 33101
(305) 374-8500
Fax (305) 374-1184

PLEASE REPLY TO:

800 NORTH MAGNOLIA AVENUE
P.O. Box 1528
ORLANDO, FLORIDA 32802
(407) 423-0500
Fax (407) 423-3397

Orlando

ONE EAST BROWARD BLVD
P.O. Box 14070
FORT LAUDERDALE, FLORIDA 33102
(305) 525-1000
Fax (305) 463-2030

BARNETT BANK BLDG
P.O. Box 910
TALLAHASSEE, FLORIDA 32307
(904) 224-7000
Fax (904) 224-2032

888 SEVENTEENTH STREET, N.W.
SUITE 900
WASHINGTON, D.C. 20006
(202) 955-5550
Fax (202) 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.

10/10/90-00137-002
DOMESTIC AMENDMENTS
CERT/PHOTO COPY-----\$52.50
AMENDMENT-----\$35.00
TOTAL-----\$87.50

JFH/cf
Enclosures
cc: Mr. Tom Jamieson (w/enclosures)
02101:03:00918:30255:1

Name	Availability
Document	Examiner
Indexer	
Up	
Ver	
Amendment	
W. P. Ventner	

FILED
9-20-90
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
90 SEP 20 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 3, 1990

**JAMES F. HEKIN
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

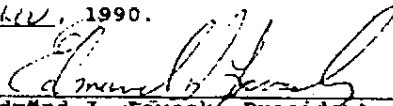
9-20-90

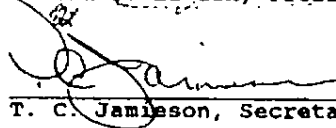
1. Article FIFTH of the Articles of Incorporation of F. W. Bell, Inc., a Florida corporation previously known as ~~SEC~~ ~~SEC~~ Inc., which was filed on January 27, 1987 under Charter Number J53730, is hereby amended to read as follows:

"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 13th day of September, 1990.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 13th day of September, 1990.

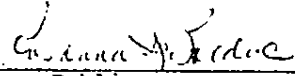

Edmond J. Laveck, President


T. C. Jamieson, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of September, 1990, by Edmond J. Laveck, President and T. C. Jamieson, 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.
MY COMMISSION EXPIRES, AUG. 1, 1991.
NOTARY PUBLIC STATE OF FLORIDA

02100:42:00829:30255-1

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF F. 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 13th day of Sept, 1990.

GROUP FINANCIAL PARTNERS, INC.

By: 

Its President
Sole Shareholder

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

CORPORATION
ANNUAL REPORT
1991



FLORIDA DEPARTMENT OF STATE
JIM SMITH
Secretary of State
DIVISION OF CORPORATIONS

MM 91

APPROVED
FL. DEPT. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FL.
FILED

FILING FEE OF \$61.25 REQUIRED

Name and Mailing Address of Corporation **DOCUMENT # J53730 (4)**
ZIP + 4 PRESORT

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

DO NOT WRITE IN THIS SPACE

2 If Address in Block 1 is incorrect in any way enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment.

21 Street Address
22 P.O. Box No.
23 City and State
24 Zip Code

If Above address is incorrect in any way enter the correct address in item 2. Include Zip Code.

3 Date Incorporated or Qualified To Do Business in Florida **01/27/1987** 4 FEI Number **31-4351062** 5 FEI Number Applied For **\$8.75** 6 FEI Number Not Applicable **CERTIFICATE OF STATUS DESIRED**

7 Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information.)			
1 Title	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State
D	LAVECK, EDMUND J.	6120 HANGING MOSS RD.	ORLANDO, FL
S/D	JAMIESON, THOMAS C.	6120 HANGING MOSS RD.	ORLANDO, FL
D	GILL, ROBERT E.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.
D	DAVIS, RICHARD L.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.
D	GILL, JEFFREY T.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.

REGISTERED AGENT INFORMATION

CT CORPORATION SYSTEM
8751 WEST BROWARD BLVD.
PLANTATION, FL 33324

8 Name and Address of New Registered Agent
81 Name
82 Street Address 1 (Do NOT Use P.O. Box Numbers)
83 Street Address 2 (Do NOT Use P.O. Box Numbers)
84 City FL 85 Zip Code

1 Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered agent or registered agent or both in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0506, Florida Statutes.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment)

10 I certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same effect as if made under oath. I further certify that I am an officer or director of the corporation or the registered agent or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 6 on an attachment with an address.

Signature _____ Date **2/24/91**
Thomas C. Jamieson Secretary (407) 678-6900

FILING FEE OF \$61.25 REQUIRED—Make Checks Payable To: Secretary of State \$8.75 Additional Fee required for a Certificate of Status

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

CORPORATION
ANNUAL REPORT
1992



DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

NAI-917

APPROVED
SEC. OF STATE
CORPORATIONS DIV.
WILLIAMS, S. S. A.
FILED

FILING FEE \$61.25 Make Payable To: Secretary of State

DOCUMENT #J53730 (4)

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

2. If Address in Block 1 is enclosed in any way, the filer must
re-enclose it in a separate envelope and place the correct address below. The
filers must comply. The NAME of the corporation can be changed but
the address must be correct.

21. Mailing Address

22. P.O. Box No.

23. City and State

24. Zip Code

3. Date this report is due
To Do Business Address

01/27/1987

03/01/1991

31-4351062

Filing Fee App. Fee

Filing Fee App. Fee

\$8.75

\$8.75

CERTIFICATE OF STATUS DESIRED ☐

1. Name of Officer or Director	2. Name of Officer or Director	3. Home Address of Officer or Director (Do not include P.O. Box No.)	4. City and State
D/P	LAVECK, EDMUND J.	8120 HANGING MOSS RD.	ORLANDO, FL
S/D	JAMIESON, THOMAS C.	8120 HANGING MOSS RD.	ORLANDO, FL
D	GILL, ROBERT E.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.
D	DAVIS, RICHARD L.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.
D/C	GILL, JEFFREY T.	1250 STARK BL 455 S 4 AV	LOUISVILLE, KY.

REGISTERED AGENT INFORMATION

CT CORPORATION SYSTEM
8751 WEST BROWARD BLVD.
PLANTATION, FL 33324

81. Name	C T CORPORATION SYSTEM
82. Street Address (Do not include P.O. Box No.)	1200 S. PINE ISLAND RD.
83. City and State (Do not include P.O. Box No.)	PLANTATION FL
84. Zip Code	33324

9. I, the undersigned, being a resident of the State of Florida, do hereby certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am a resident of the State of Florida.

10. I hereby certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am a resident of the State of Florida.

SIGNATURE

[Signature] 1/24/91

J53730

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INC.

DOCUMENT #
IF APP.

CONTINENTAL TESTING LABORATORIES, INC.

FL

J53739

MERGING INTO

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

F. W. BELL, INC.

FL

J53730

IF NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME
THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: 4-12-93

Effective Date, if applicable:

Document Examiner: tm

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
LOWNDES, DROSDICK, DOSTER, KANTOR & REED
 93 APR 12 AM 9:57

PROFESSIONAL ASSOCIATION
 ATTORNEYS AT LAW

215 NORTH SOLA DRIVE
 POST OFFICE BOX 2809
 ORLANDO, FLORIDA 32802-2809

TELEPHONE (407) 843-4800
 TELECOPIER (407) 423-4493

April 7, 1993

ERNEST R. DROSDICK (93-1000)

JAMES BALLETTA
 WILLIAM A. BECKETT
 WILLIAM R. BIRD, JR.
 MATTHEW D. BRINER
 DALE A. BURDET
 JANET M. COURTNEY
 WILLIAM E. DOSTER
 STEPHEN O. DUNEDAN
 WILLIAM I. DYKES, JR.
 RICHARD J. FLORES
 THOMAS E. FRANCIS
 JULIA L. FRET
 LOUIS FRET, JR.
 RICHARD J. GORDON
 JAMES F. HEERIN, JR.
 ROBERT F. HODGINS
 LORAN A. JOHNSON
 DARY M. KALITA
 MEL H. KANTOR
 JAMES G. KATTELMANN
 JOSEPH A. LAKE
 R. ANDREA LEE
 JOHN F. LOWNDES
 TIMOTHY J. MANOR
 LINDA C. WALLISTER
 H. GREGORY WARELL
 DAVID I. PETERSON
 NICHOLAS A. POPE
 SHAWN G. RADER
 MOREY W. RABIN
 JOHN A. REED, JR.

MICHAEL RYAN
 MARGARET M. SCHWEISER
 ELEANOR J. SIMMONS
 GARY R. SOLES
 JAMES W. SPOONHOUR
 SCOTT C. THOMPSON
 JULIAN C. WHITENURST
 JOHN C. FENDLER
 TERRY C. TOLUG

CHARLES C. GARRINGTON
 CAREY M. CAVANAUGH
 W. TERRY COSTELLO
 D. PAUL DIETRICH, II
 KEVIN P. DONAGHY
 TERESA B. FINER
 DANIEL O. GARNEY
 VERNETTA L. GILL
 BARRY L. GOTT
 JAMES J. HOOVER
 RICHARD A. KELLER
 JOSEPH C. KERN
 PETER L. LOPEZ
 JACQUITA M. MATHEIS
 DANIEL F. MINTOSH
 DONALD M. MYERS, JR.
 SAMUEL M. NELSON
 I. TODD RYTERBERG
 PATRICK A. SABA
 MARK D. SCHWICK
 PATRICK R. SHAWAN
 WENDY L. SMITH
 JAMES S. TOSCANO
 DAVID O. WILLIFORD

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

RECEIVED
 APR 12 1993
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Re: Articles of Merger/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

Cinda M. Farren
 Secretary to
 James F. Heekin, Jr.

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

70 CR
 17.50 CERT

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 APR 12 AM 9:57

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

1. 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.
2. 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 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 the remaining shareholders of CTL and advised them of their dissenter's rights.
4. 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.
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

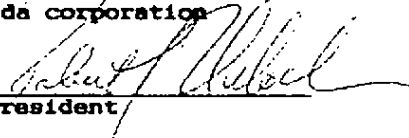
be signed by its President and attested by its Secretary or Assistant Secretary this 23rd day of March, 1993.

CONTINENTAL TESTING
LABORATORIES, INC.
a Florida corporation

Attest:


Secretary

By:


Its President

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

Attest:


Secretary

By:


Its President

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 23rd day of March, 1993 by Robert 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: Charles R. Watson
Notary Public
Serial Number: CC230540
My Commission Expires:

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 2nd day of March, 1993 by Edmund J. Lawler, 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: Frances D. Burton
Notary Public
Serial Number: CC135937
My Commission Expires:

151-b003/B/ZZB

2

ROSAIRAD BOLIVAR
Notary Public for Florida
My Commission Expires AUG 13, 1995
JAN 1 1994

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 Florida (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.
DISSENTERS' 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 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 VI
EXPENSES**

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.
TERMINATION**

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:

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

By: 

Its

President

CTL:

CONTINENTAL TESTING
LABORATORIES, INC., a Florida
corporation

By: 

Its

President

J53730

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INC.

DOCUMENT #
IF APP.

SERVICES GROUP CORPORATION

FL

P92000010927

MERGING INTO

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

F. W. BELL, INC.

FL

J53730

IF NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME
THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: 4-12-93

Effective Date, if applicable:

Document Examiner: TM

LOWNDES, DROSDICK, DOSTER, KANTOR & REED

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

216 NORTH EOLA DRIVE

POST OFFICE BOX 2809

ORLANDO, FLORIDA 32802-2809

TELEPHONE (407) 843-4800

TELECOMMER (407) 483-4888

April 7, 1993

ERNEST A. DROSDICK (1926-1988)

JAMES BALLETTA
WILLIAM A. BERRITT
WILLIAM R. BIRD, JR.
MATTHEW D. BERNER
DALE A. BURRETT
JANET M. COURTNEY
WILLIAM E. DOSTER
STEPHEN D. DUNEDAN
WILLIAM T. DUNFORD, JR.
RICHARD J. FIELDS
THOMAS E. FRANCIS
JULIA L. FREY
LOUIS FREY, JR.
ARON J. GOROVITZ
JAMES F. HECKIN, JR.
ROBERT F. HUGHES
LORAN A. JOHNSON
GARY M. KALEITA
HAL K. KANTOR
JAMES O. KATTELMANN
JOSEPH A. LANE
S. KIMBARA LEE
JOHN F. LOWNDES
TIMOTHY J. MANOS
LINDA C. MALLISTER
W. GREGORY MARELL
DAVID E. PETERSON
NICHOLAS A. MORE
SHAWN O. BAKER
JOHN A. REED, JR.

FILED
TAXY OF STATE
DIVISION OF CORPORATIONS

93 APR 13 1993

JAMES M. REED
GARY T. BROWN
JAMES M. BROWN
SCOTT C. THOMPSON
JULIAN C. WHITEHURST
JON C. TEROLE
TERRY C. YOUNG
CHARLES E. CARRINGTON
CAREY M. CAVANAUGH
W. TERRY COSTOLO
D. PAUL DETMICH, II
KEVIN P. DONAHY
TERESA S. FINER
GARRELL D. GARVEY
VERNETTA L. GILL
BARRY L. GOFF
JAMES J. HOCTOR
RICHARD A. KELLER
JOSEPH O. KIRK
PATRICIA L. LORRY
JACINTA M. MATTHEW
DANIEL F. MATTHEW
DONALD A. MYERS, JR.
SAMUEL M. NELSON
T. TODD PITTENDER
PATRICK R. RISSA
MARK D. SCHNECA
PATRICIA A. SHIMAN
BENNY L. SPILLER
JAMES B. TOSCANO
DAVID Q. WILLIFORD

Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, 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 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. Farrer

Cinda M. Farrer
Secretary to
James F. Heekin, Jr.

Meiff
301
11 14

/cmf
Enclosures
016010\75153\0020986.ep\farrenm

70
17.50 (1993)

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

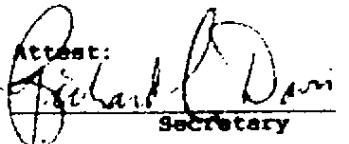
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 APR 12 AM 9:57

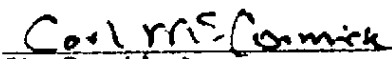
Pursuant to Florida Statutes Section 607.1105, the undersigned have duly executed these Articles of Merger and state as follows:

1. 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.
2. 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 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.
4. 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.
5. 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 26th day of March, 1993.

SERVICES GROUP CORPORATION,
a Florida corporation

Attest:

Secretary

By: 
Its President

Attest:

Secretary

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

By:

Its President

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 26th day of March, 1993 by Charles M. Carmick, President of SERVICES GROUP CORPORATION, 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: Thomas D. Leduc

Notary Public

Serial Number: _____

My Commission Expires: _____

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 26th day of March, 1993 by Charles M. Carmick, 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: Thomas D. Leduc

Notary Public

Serial Number: _____

My Commission Expires: _____

AGREEMENT AND PLAN OF MERGER
BETWEEN 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 Florida 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

By: 

Its President

SGC:

SERVICES GROUP CORPORATION
a Florida corporation

By: 

Its President

**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 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.

**ARTICLE III
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 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
EXPENSES**

Bell shall pay all expenses of accomplishing the Merger.

**ARTICLE V
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 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 SGC, 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 SGC, or their directors, officers, employees, agents, or shareholders.

File Now. Filing Fee after May 1 is \$225.00

ANNUAL REPORT
1993



FLORIDA
DEPARTMENT OF
REVENUE
TAXATION

DOCUMENT # J83730 (4)

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

ANNUAL REPORT SHEET \$5.00 + \$19.75 CORPORATION SUPPLEMENTAL FEE.
MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

21	26	27	28
22	27	28	29
23	29	30	31
24	30	31	32

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

D/P
LAVECK, EDWARD J.
8120 HANGING MOSS RD.
ORLANDO FL

S/D
JAMESON, THOMAS G.
8120 HANGING MOSS RD.
ORLANDO FL

D
GILL, ROBERT E.
1250 STARK BL 455 S 4 AV
LOUISVILLE KY

D
DAVIS, RICHARD L.
1250 STARK BL 455 S 4 AV
LOUISVILLE KY

D/C
GILL, JEFFREY I.
1250 STARK BL 455 S 4 AV
LOUISVILLE KY

D
LAVECK, THOMAS G.
8120 HANGING MOSS RD.
ORLANDO FL 32837

SIGNATURE

THOMAS G. LAVECK

THOMAS G. LAVECK

THOMAS G. LAVECK

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION ANNUAL REPORT 1994	 FLORIDA DEPARTMENT OF STATE JIM SMITH SECRETARY OF STATE DIVISION OF CORPORATIONS
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CORPORATION FW BELL INC	DOCUMENT # J53730 (4)
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PRINCIPAL PLACE OF BUSINESS % C T CORPORATION SYSTEM 8751 WEST BROWARD BLVD PLANTATION FL 33324	PRINCIPAL PLACE OF BUSINESS % C T CORPORATION SYSTEM 8751 WEST BROWARD BLVD PLANTATION FL 33324
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MOVED
 AND
 FILED
 94 APR 25 AM 10:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE	
3. Date incorporated or Quashed 01/27/1987	3a. Date of Last Report 03/04/1993
4. FCI Number 31-4351082	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Due \$0.75	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
7. Nonprofit Exempt from \$130.75 Supplemental Fee <input type="checkbox"/>	8. This corporation has liability for intangible tax under § 190.001, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent 101 Name 102 Street Address (P.O. Box Number is Not Acceptable) 103 104 City FL 105 Zip Code
--	--

I, the undersigned, being a duly qualified officer or director of the corporation named in this statement, do hereby certify that the foregoing is a true and correct statement of the information required by this statement, and that the same has been approved by the board of directors of the corporation.

DATE _____

11. CHANGES TO OFFICERS AND DIRECTORS IN 12	
11.1 NAME 11.2 ADDRESS 11.3 POSITION 11.4 DATE OF TERM 11.5 DATE OF RESIGNATION 11.6 DATE OF DEATH 11.7 DATE OF REMOVAL 11.8 DATE OF SURRENDER OF OFFICE 11.9 DATE OF SURRENDER OF OFFICE 11.10 DATE OF SURRENDER OF OFFICE	11.11 NAME 11.12 ADDRESS 11.13 POSITION 11.14 DATE OF TERM 11.15 DATE OF RESIGNATION 11.16 DATE OF DEATH 11.17 DATE OF REMOVAL 11.18 DATE OF SURRENDER OF OFFICE 11.19 DATE OF SURRENDER OF OFFICE 11.20 DATE OF SURRENDER OF OFFICE

I, the undersigned, being a duly qualified officer or director of the corporation named in this statement, do hereby certify that the foregoing is a true and correct statement of the information required by this statement, and that the same has been approved by the board of directors of the corporation.

SIGNATURE: **TC JAMESON** *[Signature]* 4/15/94 678-1900

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

ANNUAL REPORT

1995



OFFICE OF THE SECRETARY
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

DOCUMENT # J53730

(4)

F.W. BELL, INC.

95 MAY 10 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation		Mailing Address	
F.W. BELL, INC.		F.W. BELL, INC.	
1401 WEST BROWARD BLVD PLANTATION FL 33324		1401 WEST BROWARD BLVD PLANTATION FL 33324	

Effective Date		Filing Address	
01/27/1987		04/26/1994	
31-4351062			
5. Contribution of State Income		8.75 Additional Fee Required	
6. Election of Corporate Franchise		5.00 May Fee	
7. The Corporation has filed for		Florida Statutes	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324			

11. Officers and Directors		12. Additional Changes to Officers and Directors	
DP CHAIRMAN LAVECK, EDMUND J. 8120 HANGING MOSS RD. ORLANDO FL SD JAMESON, THOMAS C. 6120 HANGING MOSS RD. ORLANDO FL D GILL, ROBERT E. 1250 STARK BL 455 S 4 AV LOUISVILLE KY D T DAVIS, RICHARD L. 1250 STARK BL 455 S 4 AV LOUISVILLE KY DC GILL, JEFFREY T. 1250 STARK BL 455 S 4 AV LOUISVILLE KY D P LOYELOCK, THOMAS W 8120 HANGING MOSS RD. ORLANDO FL		CHAIRMAN OF THE BOARD DIRECTOR ROBERT SCOTT GILL 1250 STARK BL 455 S 4 AV LOUISVILLE KY DT ANTHONY C. ALLEN DP	

SIGNATURE:

[Signature] T.C. JAMESON

5/1/95 (407) 678-6900

03/27/96 WED 16:23 FAX

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J 5 3730

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: LOWMEYER, DROSDICK, DOSTER, KANTOR &
DEPARTMENT OF STATE 215 N BOLA DR
STATE OF FLORIDA ORLANDO FL 32801- 1-
409 EAST GAINES STREET CONTACT: CINDA M PARREN
TALLAHASSEE, FL 32399 PHONE: (407) 843-4600
FAX: (904) 922-4000 FAX: (407) 423-4495
DOCUMENT TYPE: BASIC AMENDMENT
NAME: F.W. BELL, INC.

FAX AUDIT NUMBER: H96000004375 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/27/1996 TIME REQUESTED: 08:53:48
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072720000036

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
((H96000004375))

C. P. N. C.
Parren

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MAR 27 PM 4:30
TALLAHASSEE, FLORIDA

FILED
96 MAR 27 PM 4:45
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

February 26, 1996

CINDA M. FARREN
LOWNDES, BROSDICE, DOSTER, ET AL.
215 N. EOLA DR.
ORLANDO, FL 32801

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

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 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 863.09, 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) 486-9000, the Name Availability Section

Trevor Brumbley

Letter number: 696A00008276

Received

Date 2/26/96

Time 12:31

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

F.W. BELL, INC.
A 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 abandoned.

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

Linda Stitt
Corporate Specialist

FAX Aud. #: 896000004375
Letter Number: 996A00014051

H96000004375

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
F. W. BELL, INC.

FILED
96 MAR 27 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

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

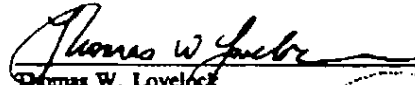
"FIRST: The name of the corporation is Bell Technologies, Inc."


2. Except as amended hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

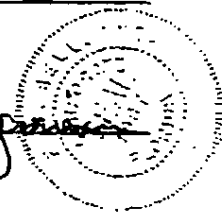
3. The foregoing amendment was adopted by the directors of the Corporation on February 28, 1996, and recommended to the shareholders for approval.

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 28, 1996.


Thomas W. Lovelock
Its President


Thomas C. Jamieson
Its Secretary



This instrument was prepared by:
James F. Smith, Jr.
Lawson, Goodrich, O'Connor, Kanner & Reed, P.A.
Post Office Box 2309
Orlando, Florida 32802-2309
(407)843-4800
Fla. Bar No. 0303894

0140103398040254073.uy

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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 Secretary 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.

By:

Ed. Newman & Co.

CONFIDENTIAL

H96000004375

12/30/96 MON 14:08 F

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J53730

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000018143 3))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000
FROM: LOWMEYER, DROSDICK, DOSTER, KANTOR & REED, P. ACCTS: 072720000036
CONTACT: CINDA M FARREN
PHONE: (407) 843-4600 FAX #: (407) 423-4495
NAME: BELL TECHNOLOGIES, INC.
AUDIT NUMBER.....H96000018143
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL. METHOD... FAX
EST. CHARGE... \$87.50
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED

96 DEC 30 PM 2:28

DEPARTMENT OF REVENUE

54 12/30
Amend

FILED
96 DEC 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BELL 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 entirety 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."

2. 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."

3. 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 2, 1996, and recommended to the shareholders for approval.

This instrument was prepared by:
James P. Herkin, Jr.
Lowndes, Dendick, Doney, Kasser & Reed, P.A.
Post Office Box 2809
Orlando, Florida 32802-2809
(407)843-4800
File No. 0902894

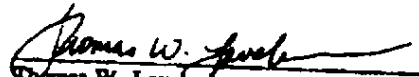
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5. The amendment was adopted by the holders of a majority of the Corporation's outstanding shares by written consent in lieu 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 WHEREOF, the undersigned president and secretary of the corporation have executed these Articles of Amendment on December 19, 1996.


Thomas W. Lovelock
Its President


Thomas C. Jamison
Its Secretary

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**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 Bell 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, Florida 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 19 day of December, 1996.

GROUP FINANCIAL PARTNERS, INC.

By: 
Jeffrey T. Gill
Its President

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