

K23971

FILING COVER SHEET

REFERENCE:

0150.5004

DATE:

12/30/98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

222-1173

TELEPHONE:

SUBJECT:

Cap temp, Inc. Inta Union Planters
Reality, Inc.

STATE FEES PREPAID WITH CHECK # 4014 FOR \$ 78.75

PLEASE FILE:

- () ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT (X) MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- (X) CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

CC

12-30-98

98 DEC 30 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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*****78.75 *****78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAP TEMP, INC., a Florida corporation, V14724

INTO

UNION PLANTERS REALTY, INC., a Florida corporation, K23971

File date: December 30, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

CAP TEMP, INC., a Florida corporation

INTO

UNION PLANTERS REALTY, INC., a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, CAP TEMP, INC., a Florida corporation ("Cap Temp"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty"), adopt the following Articles of Merger for the purpose of merging Cap Temp with and into UP Realty.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between UP Realty and Cap Temp was adopted by (i) the Board of Directors and the sole shareholder of UP Realty on December 29, 1998 and (ii) the Board of Directors and the sole shareholder of Cap Temp on December 29, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 29th day of December, 1998.

CAP TEMP, INC.

Lucious T. Harris
Lucious T. Harris, Treasurer

UNION PLANTERS REALTY, INC.

Lucious T. Harris
Lucious T. Harris, Treasurer

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 29, 1998, between CAP TEMP, INC., a Florida corporation ("Cap Temp"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty" or the "Surviving Corporation").

WHEREAS, UP Realty and Cap Temp desire to effect the statutory merger of Cap Temp with and into UP Realty, with UP Realty to survive such merger.

1. **Constituent Corporations.** UP Realty and Cap Temp shall be parties to the merger (the "Merger") of Cap Temp with and into UP Realty.
2. **Terms and Conditions of Merger.** Cap Temp (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into UP Realty, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.
3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock, \$.01 par value per share, of Cap Temp issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of UP Realty shall for all purposes be deemed to evidence the ownership of the same number of shares of UP Realty as outstanding immediately prior to the Effective Date.
4. **Articles of Incorporation.** The Articles of Incorporation of UP Realty as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of UP Realty as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of UP Realty in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of UP Realty and Cap Temp are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

CAP TEMP, INC.

By: Lucious T. Harris
Lucious T. Harris, Treasurer

UNION PLANTERS REALTY, INC.

By: Lucious T. Harris
Lucious T. Harris, Treasurer