

K49621

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June 24, 1998

Florida Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

FILED
JUN 26 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Articles of Merger: Manatee Ornamentals,
Inc. Into Pursley Distributing, Inc.**

700002573547-16
-06/26/98--01055--015
****122.50 ****122.50

Gentlemen:

Enclosed are an original and one copy of articles of merger between Pursley Distributing, Inc. and Manatee Ornamentals, Inc. in which Pursley Distributing, Inc. is to be the surviving corporation. Please endorse your approval of the articles of incorporation on the duplicate copy, certify and return it.

A check in the amount of \$122.50 is enclosed in payment of the following:

1. \$70.00 filing fee; and
2. \$52.50 fee for the certified copy of the articles of merger.

Thank you for your assistance with this matter.

Sincerely yours,

William L. Johnson

William L. Johnson

WLJ:am
Enclosure

cc: Mr. Phillip D. Leckey

Menger

VS JUL 10 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANATEE ORNAMENTALS, INC., a Florida corporation, k64195

INTO

PURSLEY DISTRIBUTING, INC., a Florida corporation, K49621

File date: June 26, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER BETWEEN PURSLEY DISTRIBUTING, INC.
AND MANATEE ORNAMENTALS, INC.**

Pursuant to §607.1105 of the Florida Business Corporation Act, MANATEE ORNAMENTALS, INC. ("Manatee") and PURSLEY DISTRIBUTING, INC. ("Survivor") adopt the following articles of merger for the purpose of merging Manatee into the Survivor, the latter of which is to survive the merger.

ARTICLE ONE

The Plan of Merger is as follows:

PLAN OF MERGER

MANATEE ORNAMENTALS, INC., a Florida corporation ("Manatee"), and PURSLEY DISTRIBUTING, INC., a Florida corporation ("Survivor"), hereby adopt the following plan of merger pursuant to §607.1101, Florida Statutes.

- a) The names of each corporation planning to merge are:

MANATEE ORNAMENTALS, INC.
PURSLEY DISTRIBUTING, INC.

- b) The name of the surviving corporation is: PURSLEY DISTRIBUTING, INC.

- c) The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of Manatee shall cease and Survivor shall succeed to all rights, privileges, immunities and franchises and all the property, real, personal and mixed, of Manatee without the necessity for any separate transfer. Survivor shall thereafter be responsible and liable for all obligations of Manatee, and neither the rights of the creditors nor any liens on the property of Manatee shall be impaired by the merger.

- d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

- (i) Each share of Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall remain outstanding, and each stockholder of Survivor whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger and each right to acquire shares, obligations or other securities of Survivor outstanding immediately prior to the effectiveness of the merger which remain outstanding; and

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- (ii) Each share of Manatee's common stock shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the effective date into 333 1/3 share(s) of Survivor's stock, subject to adjustment.
- (e) The assets of Manatee shall be reported in the accounts of Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of Manatee and Survivor shall be, respectively, the stated capital, capital surplus and earned surplus of Survivor.

ARTICLE TWO


Effective date of the merger shall be JUNE 1, 1998.

ARTICLE THREE

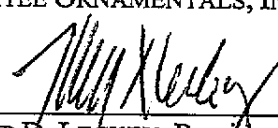
Manatee adopted the Plan of Merger on JUNE 1, 1998, by unanimous written consent of the stockholders and written consent of the Board of Directors pursuant to F.S. §607.1103(2). Survivor adopted the Plan of Merger on JUNE 1, 1998, by written consent of the Board of Directors pursuant to F.S. §607.1103(7). The written actions reflect a sufficient number of votes of both corporations to approve the merger.

JUNE 1 IN WITNESS WHEREOF, the undersigned have executed this document on _____, 1998.

Attest:

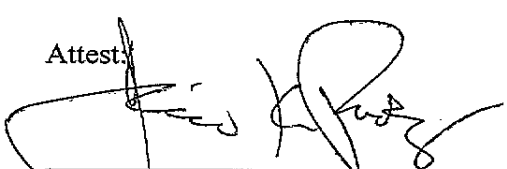

TRICIA K. PURSLEY, Secretary

MANATEE ORNAMENTALS, INC.

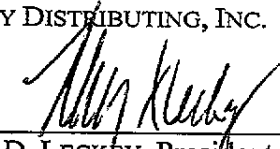

PHILLIP D. LECKEY, President

"Manatee"

Attest:


TRICIA K. PURSLEY, Secretary

PURSLEY DISTRIBUTING, INC.


PHILLIP D. LECKEY, President

"Survivor"