

L01000002279

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PLEASE NOTE CHANGE OF SURVIVING
LLC NAME AS INDICATED IN PLAN OF
MERGER.

From: Account Name : FOLEY & LARDNER
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MERGER OR SHARE EXCHANGE

SEL MASTER INTEGRATED, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

ARTICLES OF MERGER
Merger Sheet

MERGING:

SELECTION MASTER, INC. A FLORIDA ENTITY

INTO

**SEL MASTER INTEGRATED, LLC which changed its name to SELECTION
MASTER INTEGRATED, LLC, a Florida entity, L01000002279**

File date: February 13, 2001

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER
OF
SELECTION MASTER, INC.
A FLORIDA CORPORATION
P-89187
WITH AND INTO

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TALLAHASSEE, FLORIDA

SEL MASTER INTEGRATED, LLC
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, and Sections 607.1108 and 607.1109 of the Florida Business Corporation Act, the undersigned enter into these Articles of Merger by which Selection Master, Inc., a Florida corporation (the "Corporation"), shall be merged with and into Sel Master Integrated, LLC, a Florida limited liability company (the "LLC"), and the LLC shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 608.4381 of the Florida Limited Liability Company Act and Section 607.1103 of the Florida Business Corporation Act. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the Plan was adopted and approved on February 13, 2001, by all of the managers and members of the LLC in accordance with the provisions of the LLC's Articles of Organization, Operating Agreement and Chapter 608, Florida Statutes.

THIRD, the Plan was unanimously adopted and approved on February 13, 2001, by the written consent of the members of Board of Directors and all of the shareholders of the Corporation, in accordance with Chapter 607, Florida Statutes. The only voting group of the Corporation entitled to vote on adoption of the Plan was the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

FOURTH, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Florida Secretary of State.

FIFTH, the attached Plan of Merger meets the requirements of the Section 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited

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liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Corporation, as the merging corporation, and by the LLC, as the surviving limited liability company, this 13th day of February, 2001.

MERGING CORPORATION:

SELECTION MASTER, INC.

By Edward C. Varnes
Edward C. Varnes
Its President

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SURVIVING LIMITED LIABILITY COMPANY:

SEL MASTER INTEGRATED, LLC

By Edward C. Varnes
Edward C. Varnes
Its President and Manager

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PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of February 13, 2001 provides for the merger of **SELECTION MASTER, INC.**, a Florida corporation (the "Merging Corporation"), with and into **SEL MASTER INTEGRATED, LLC**, a Florida limited liability company (the "Surviving LLC"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving LLC in accordance with Section 608.438 of the Florida Limited Liability Company Act and Sections 607.1101 and 607.1109 of the Florida Business Corporation Act, whereupon the separate corporate existence of the Merging Corporation shall cease and the Surviving LLC shall be the surviving limited liability company.

2. **Terms and Conditions of Merger.** The Merger shall have the effects set forth in Section 608.4383 of the Florida Limited Liability Company Act and Section 607.11101 of the Florida Business Corporation Act. Accordingly, from and after the Effective Time, the Surviving LLC shall possess all the rights, privileges, powers and franchises and be subject to all of the restrictions, disabilities, liabilities and duties of the Merging Corporation. The parties intend that this agreement shall be construed as a Plan of Reorganization and that the merger will qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

3. **Effective Time.** The Merger shall become effective at the close of business on the date and time on which Articles of Merger are accepted for filing by the Florida Secretary of State (the "Effective Time").

4. **Surviving Limited Liability Company.** The Surviving LLC is to be the surviving entity, and management thereof is vested in the following three Managers:

<u>Name</u>	<u>Address</u>
Edward C. Varnes	2647 Jewel Road Jacksonville, FL 32216
Brad Glass	1021 Oak Street Jacksonville, FL 32204
Keith Parker	9340 Uxbridge Drive Huntersville, NC 28078

5. **Conversion of Merging Corporation Stock.** Each of the 100 shares of common stock of the Merging Corporation which is issued and outstanding at the Effective Time and held by any person shall, by virtue of the Merger, automatically, without any action on the

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part of any holder thereof, be converted into a one-hundredth percent (0.01%) Membership Interest in the Surviving LLC.

6. Amendments to Articles of Organization and Operating Agreement of Surviving Limited Liability Company. Subject to the amendments set forth below, the Articles of Organization and Operating Agreement of the Surviving LLC shall continue to be the Articles of Organization and Operating Agreement of the Surviving LLC on and after the Effective Time. The Articles of Organization of the Surviving LLC shall be amended by changing Article I in its entirety to read:

ARTICLE I - NAME

The name of the Limited Liability Company is "SELECTION MASTER INTEGRATED, LLC."

7. Effect of Merger. At the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Time the Surviving LLC shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving LLC, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving LLC and its sole member or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving LLC's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

8. Abandonment. This Plan may be abandoned at any time prior to the Effective Time by either the Merging Corporation or the Surviving LLC, without further shareholder or member action and, if Articles of Merger have been filed with the Florida Secretary of State, by filing a Notice of Abandonment with such authority.

9. Approval. The respective obligation of each party to effect the Merger is subject to adoption by the requisite vote of the shareholders of the Merging Corporation and the members of the Surviving LLC pursuant to Section 608.4381 of the Florida Limited Liability Company Act and Section 607.1103 of the Florida Business Corporation Act.

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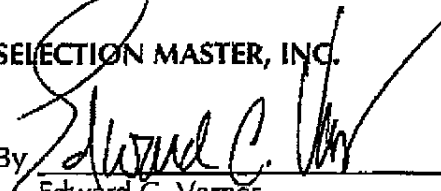
10. Amendments. The Board of Directors of the Merging Corporation together with the Managers of the Surviving LLC may amend this Plan at any time prior to the filing of the Articles of Merger with the Florida Secretary of State, provided that an amendment made subsequent to the adoption of the Plan by the shareholders of the Merging Corporation and the members of the Surviving LLC shall not: (1) alter or change the amount or kind of memberships, shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the securities of any class or series thereof of the Merging Corporation, (2) materially alter or change any term of the Articles of Organization or Operating Agreement to be effected by the Plan or (3) alter or change any of the terms and conditions of this Plan, in each case if such alteration or change would adversely affect the shareholders of the Merging Corporation or the members of the Surviving LLC.

11. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to conflicts of laws principles thereof.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving LLC have each executed this Agreement, or has caused this Agreement to be executed on its behalf by a representative duly authorized, all as of the day and year first above written.

MERGING CORPORATION:

SELECTION MASTER, INC.

By 
Edward C. Varnes
Its President

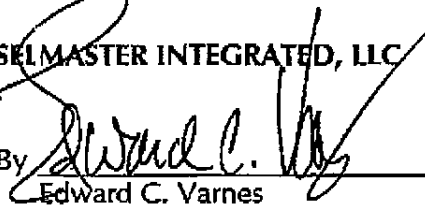
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SURVIVING LIMITED LIABILITY COMPANY:

SELMASER INTEGRATED, LLC

By 
Edward C. Varnes
Its President and Manager