



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HOWARD LONG INTERNATIONAL, INC., a Florida corporation, document  
number L91089  
HOWARD LONG CO., INC., a Florida corporation, document number K20211

INTO

**HOWARD LONG HOLDING, INC.**, a Delaware entity not qualified in Florida.

File date: December 30, 2002

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER**  
**OF**  
**HOWARD LONG INTERNATIONAL, INC.**  
**(a Florida corporation)**  
**AND**  
**HOWARD LONG CO., INC.**  
**(a Florida corporation)**  
**INTO**  
**HOWARD LONG HOLDING, INC.**  
**(a Delaware corporation)**

**FILED**  
02 DEC 30 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporations and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Attached hereto is the Plan of Merger for merging HOWARD LONG INTERNATIONAL, INC., a Florida corporation (hereinafter "HLI-Fla"), HOWARD LONG CO., INC., a Florida corporation (hereinafter "HLC-Fla") and HOWARD LONG HOLDING, INC., a Delaware corporation (hereinafter "HLH-Del").

2. The shareholders entitled to vote on the aforesaid Plan of Merger of HLH-Del approved and adopted the Plan of Merger by a unanimous consent dated December 30<sup>th</sup>, 2002, in accordance with the laws of Delaware.

3. The shareholders entitled to vote on the aforesaid Plan of Merger of HLI-Fla approved and adopted the Plan of Merger by a unanimous consent dated December 30<sup>th</sup>, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The shareholders entitled to vote on the aforesaid Plan of Merger of HLC-Fla approved and adopted the Plan of Merger by a unanimous consent dated December 30<sup>th</sup>, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

5. The merger of HLH-Del, HLI-Fla, and HLC-Fla is permitted by the laws of the jurisdiction of organization of HLH-Del, and has been authorized in compliance with said laws.

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6. The effective time and date of the merger herein provided for in the State of Florida shall be 10:00 a.m. the date when both the Articles of Merger and a Certificate of Merger have been filed in Florida and Delaware.

Executed on December 30, 2002.

HOWARD LONG HOLDING, INC.

By: Howard W. Long  
Howard W. Long, its President

HOWARD LONG INTERNATIONAL, INC.

By: Howard W. Long  
Howard W. Long, its President

HOWARD LONG CO., INC.

By: Howard W. Long  
Howard W. Long, its President

## PLAN OF MERGER

1. **PLAN OF MERGER** adopted on December 30, 2002 by resolution of the Board of Directors and sole shareholder of HOWARD LONG INTERNATIONAL, INC., a business corporation organized under the laws of the State of Florida, adopted on December 30, 2002 by resolution of the Board of Directors and sole shareholder of HOWARD LONG CO., INC., a business corporation organized under the laws of the State of Florida, and adopted on December 30, 2002 by resolution of the Board of Directors and sole shareholder of HOWARD LONG HOLDING, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are HOWARD LONG INTERNATIONAL, INC., a business corporation organized under the laws of the State of Florida (hereinafter "HLI-Fla"), HOWARD LONG CO., INC., a business corporation organized under the laws of the State of Florida (hereinafter "HLC-Fla"), and HOWARD LONG HOLDING, INC., a business corporation organized under the laws of the State of Delaware (hereinafter "HLH-Del"). The name of the surviving corporation into which HLI-Fla and HLC-Fla will merge into will be HLH-Del's name "HOWARD LONG HOLDING, INC.", a business corporation organized under the laws of the State of Delaware.

2. HLI-Fla and HLC-Fla, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of HLH-Del, namely Delaware, be merged with and into a HLH-Del, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of HLI-Fla and HLC-Fla, which is sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

3. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

4. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

5. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first 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.

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6. Each issued share of the non-surviving corporations immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one-tenth (.10) of a share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger has been approved by the sole shareholder of the non-surviving corporations in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporations with and into the surviving corporation has been authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

8. The non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporations and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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