

03/27/2006 13:49

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Acosta Sales, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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AND
FILED

EFFECTIVE DATE

3/31/06

ARTICLES OF MERGER

The following articles of merger are being submitted to merge the following Florida Profit Corporation in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name, address, form/entity type, and jurisdiction for each merging party are as follows:

Name & Address	Jurisdiction	Form/Entity Type
Acosta Sales Co., Inc. 6600 Corporate Center Parkway Jacksonville, Florida 32216	Florida	Corporation
Florida Document/Registration Number 193253		

SECOND: The exact name, address, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Acosta Sales, LLC 6600 Corporate Center Parkway Jacksonville, Florida 32216	Delaware	Limited Liability Company
MA-1713		

THIRD: The attached Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the laws of its applicable jurisdiction.

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholder of each domestic corporation that is a party to the merger.

SIXTH: The surviving entity is a limited liability company organized under the laws of Delaware and the mailing and street address, including street and number, of its principal office under the law of Delaware is as follows:

Acosta Sales, LLC
6600 Corporate Center Parkway
Jacksonville, Florida 32216

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CT CORP

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CT CORPORATION

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SEVENTH: The surviving entity agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

EIGHTH: The merger will become effective as of March 31, 2006.

NINTH: The Articles of Merger are in compliance with and was executed in accordance with the laws of each party's applicable jurisdiction.

[Signatures appear on the following page]

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CT CORP

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Acosta Sales Co., Inc.

By: 

Name: Drew Prusiecki

Its: Secretary

Acosta Sales, LLC

By: Acosta, Inc., its sole and managing member

By: 

Name: Drew Prusiecki

Its: General Counsel and Secretary

APPROVED
AND
FILED

06 MAR 27 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE FLORIDA
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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1108 and is being submitted in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Acosta Sales, LLC., a Delaware limited liability company	Delaware
Acosta Sales Co., Inc. (193253)	Florida

SECOND: The exact name and jurisdiction of the surviving party are:

<u>Name</u>	<u>Jurisdiction</u>
Acosta Sales, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

The capital stock of Acosta Sales Co., Inc. is extinguished and canceled.

The membership interests in Acosta Sales, LLC are unchanged. The organizational documents of Acosta Sales, LLC shall continue to govern the surviving entity.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The capital stock of Acosta Sales Co., Inc. will not be converted into interests of the surviving entity, cash or other property.

B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The membership interests in the surviving entity are unchanged and shall represent the sole ownership interests in the surviving entity.

FIFTH: Acosta, Inc., a Delaware corporation, is the sole and managing member of the surviving entity and its business address is 6600 Corporate Center Parkway, Jacksonville, Florida 32216.

[Signatures appear on the following page]

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GT CORP


PAGE 05/05

Acosta Sales Co., Inc.

By: 
Name: Drew Prusiecki
Its: Secretary

Acosta Sales, LLC

By: Acosta, Inc., its sole and managing member

By: 
Name: Drew Prusiecki
Its: General Counsel and Secretary