

M44724



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 723733 4303929

AUTHORIZATION :

COST LIMIT: 122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 27 PM 4:22

FILED

ORDER DATE : February 27, 1998

ORDER TIME : 3:41 PM

ORDER NO. : 723733-005

CUSTOMER NO: 4303929

100002443271--7

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue

Miami, FL 33131

ARTICLES OF MERGER

FEDCO REALTY CORP.

INTO

FEDCO MANAGEMENT SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS: CC

DIVISION OF CORPORATION

98 FEB 27 PM 4:19

RECEIVED

Merger
3-2-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

FEDCO REALTY CORP., a Florida corporation, 674812

INTO

FEDCO MANAGEMENT SERVICES, INC., a Florida corporation, M44724

File date: February 27, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 122.50

**ARTICLES OF MERGER
OF
FEDCO REALTY CORP., A FLORIDA CORPORATION
INTO
FEDCO MANAGEMENT SERVICES, INC., A FLORIDA CORPORATION**

FILED
98 FEB 27 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, FEDCO REALTY CORP., a Florida corporation ("REALTY") and FEDCO MANAGEMENT SERVICES, INC., a Florida corporation ("MANAGEMENT"), adopt the following Articles of Merger for the purpose of merging REALTY with and into MANAGEMENT (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A".

SECOND: The Agreement and Plan of Merger was adopted by the shareholders of REALTY and MANAGEMENT by unanimous written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of February 24 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto effective as of the 24 day of February, 1998.

FEDCO REALTY CORP.

By: William E. Multack
WILLIAM E. MULTACK, President

**FEDCO MANAGEMENT SERVICES,
INC.**

By: William E. Multack
WILLIAM E. MULTACK, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of February 26, 1998, between **FEDCO REALTY CORP.**, a Florida corporation ("REALTY"), and **FEDCO MANAGEMENT SERVICES, INC.**, a Florida corporation ("MANAGEMENT") or the "Surviving Corporation").

Fedco, Inc., a Florida corporation, owns all of the capital stock of REALTY (the "REALTY Shares") and MANAGEMENT (the "MANAGEMENT Shares").

REALTY and MANAGEMENT desire to effect the statutory merger of REALTY with and into MANAGEMENT, with MANAGEMENT to survive such merger (the "Surviving Corporation").

1. **Constituent Corporations.** REALTY and MANAGEMENT shall be parties to the merger (the "Merger") of REALTY with and into MANAGEMENT.

2. **Terms and Conditions of Merger.** REALTY (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into MANAGEMENT, 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, the REALTY Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each issued and outstanding share of MANAGEMENT Common Stock shall remain issued and outstanding.

4. **Articles of Incorporation.** The Articles of Incorporation of MANAGEMENT as of 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 MANAGEMENT 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 MANAGEMENT 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 February 26 1998 (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of each of MANAGEMENT and REALTY 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.

FEDCO REALTY CORP.

By: William E. Multack
WILLIAM E. MULTACK, President

**FEDCO MANAGEMENT SERVICES,
INC.**

By: William E. Multack
WILLIAM E. MULTACK, President