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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
303020

COST LIMIT :

\$ 122.50 Patricia Pizulo

Marger

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EXAMINER'S INITIALS:

Don
7/1/98

RECEIVED
98 JUN 30 AM 11:22
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANAGEMENT HOLDING COMPANY, a Florida corporation M84093

,

INTO

CSMC-MANAGEMENT SERVICES, INC., a Florida corporation, M62142

File date: July 1, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

**ARTICLES OF MERGER
of
MANAGEMENT HOLDING COMPANY, a Florida corporation
into
CSMC-MANAGEMENT SERVICES, INC., a Florida corporation**

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JUN 30 2 11:30 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act"), CSMC-Management Services, Inc., a Florida corporation (the "Surviving Corporation"), and Management Holding Company, a Florida corporation (the "Disappearing Corporation") (the Surviving Corporation and the Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Disappearing Corporation into the Surviving Corporation (the "Merger"):

FIRST: The Plan of Merger, pursuant to Sections 607.1104 and 607.1105 of the Act, is as follows:

(a) The parties to the Merger are the Constituent Corporations. The Surviving Corporation is the wholly-owned subsidiary of the Disappearing Corporation.

(b) The Disappearing Corporation shall be merged with and into the Surviving Corporation.

(c) (i) Each share of the Disappearing Corporation's capital stock issued and outstanding immediately prior to the Effective Time (as defined below) shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled without any consideration being issued or paid therefor, and (ii) each share of the Surviving Corporation's capital stock, issued and outstanding immediately prior to the Effective Time shall, as a result of the Merger, be transferred to the sole shareholder of the Disappearing Corporation upon such shareholder's surrender of its certificate evidencing its ownership of the Disappearing Corporation.

(d) The Articles of Incorporation of CSMC-Management Services, Inc. as of the Effective Time 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.

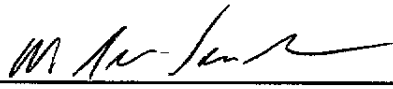
(e) The Bylaws of CSMC-Management Services, Inc. as of the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

SECOND: The Merger shall become effective upon the filing of these Articles of Merger (the "Effective Time").

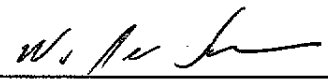
THIRD: The above-referenced Plan of Merger was adopted by the sole shareholder of the Disappearing Corporation by written consent dated as of March 31, 1998.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused these Articles of Merger to be signed in their corporate names by their respective officers, thereunto duly authorized, as of April 1, 1998.

CSMC-MANAGEMENT SERVICES, INC.,
a Florida corporation

By: 
Name: W. Peter Temling
Title: Vice President

MANAGEMENT HOLDING COMPANY,
a Florida corporation

By: 
Name: W. Peter Temling
Title: Vice President