

M78493

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

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99 JUL 16 PM 3:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 28, 1999

RECEIVED
99 JUL 16 2:16
Ms. Debbie Thomas
Fowler White
101 North Monroe Street
Tallahassee, FL 32301

RE: Merger of The Jerger Company, Inc. and TJC Acquisition Corp.
Our file number: 198-4583

Call
when
ready
Debbie
681-0411

Dear Debbie:

I spoke with Dona Kerce regarding the above referenced matter and she said you would be the coordinator for filing Articles of Merger for the above referenced transaction.

Enclosed is a check payable to the Secretary of State for \$78.75 for filing the Articles of Merger and a certified copy. On Tuesday, you will receive a Federal Express delivery from Craig Keller and another from Ray Blackledge at Jerger, each with an executed copy of the Articles of Merger. Please put the signature pages together to form one document, with an attached Exhibit A.

The person who goes to the Secretary of State will need to take the original document, a photocopy and the enclosed check, and ask that the Articles be filed while they wait and request a certified copy. We ask that you then fax a copy of the Certified Articles back to us as soon as you receive them, and send the original back to us by overnight delivery.

If you have any questions, please let me know. I will call you on Tuesday afternoon to verify that you have received everything, and to let you know approximately when we will want the Articles of Merger filed. I appreciate your help.

400002933964--1
-07/16/99--01099--010
*****78.75 *****78.75

Sincerely,

Amy Coates
Amy S. Coates
Legal Assistant to David C. Shobe

Chris Brewar

813-222-2078

COULLETTE JUL 16 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE JERGER COMPANY, INC., a Florida corporation, M78493

INTO

TJC ACQUISITION CORP. a Delaware corporation not qualified in Florida

File date: July 16, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

TJC ACQUISITION CORP.
(a Delaware corporation)

AND

THE JERGER COMPANY, INC.
(a Florida corporation)

99 JUL 16 PM 3:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
of the State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, it is hereby certified that:

1. This Certificate of Merger is executed for the purpose of merging The Jerger Company, Inc., a corporation organized under the laws of the State of Florida (the "Disappearing Corporation"), into TJC Acquisition Corp., a corporation organized under the laws of the State of Delaware (the "Surviving Corporation").

2. The Plan of Merger is attached hereto as Exhibit A.

3. The effective date of the merger in the State of Florida herein provided shall be the date on which the Articles of Merger are filed with the Florida Secretary of State.

4. The Plan of Merger was approved by resolution adopted by unanimous written consent in lieu of a meeting approved by the Board of Directors of the Surviving Corporation on March 31, 1999 and approval of the Plan of Merger by the shareholders of the Surviving Corporation was not required pursuant to Section 607.1103(7), Florida Business Corporation Act.

5. The Plan of Merger was approved by the shareholders of the Disappearing Corporation in accordance with the provisions of the Section 607.1103(5) of the Florida Business Corporation Act was approved by resolution adopted by unanimous written consent in lieu of a meeting of the Board of Directors of the Disappearing Corporation on March 31, 1999.

Executed on June 29, 1999.

THE JERGER COMPANY, INC.,
a Florida corporation

By: 

Name: Thomas J. Jerger

Title: CEO

**Articles of Merger of
TJC Acquisition Corp.
and The Jerger Company, Inc.
Page 2**

TJC ACQUISITION CORP.,
a Delaware corporation


By: 
Name: Craig Keller
Its: Secretary & Treasurer

EXHIBIT A

PLAN OF MERGER

WHEREAS, this Plan of Merger was adopted by TJC Acquisition Corp. by resolution adopted by unanimous written consent in lieu of a meeting of the Board of Directors on March 31, 1999, and by The Jerger Company, Inc. by resolution adopted by unanimous written consent in lieu of a meeting of its Board of Directors on March 31, 1999 and by its shareholders in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act; and

WHEREAS, the names of the corporations planning to merge are TJC Acquisition Corp., a corporation organized under the laws of the State of Delaware, and The Jerger Company, Inc., a corporation organized under the laws of the State of Florida; and

WHEREAS, TJC Acquisition Corp. and The Jerger Company, Inc., shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, TJC Acquisition Corp., which shall be the surviving corporation upon the effective date of the merger (the "Surviving Corporation"), and which shall change its name to, and continue to exist as said Surviving Corporation under the name, The Jerger Company, Inc. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of The Jerger Company, Inc., which is hereinafter referred to as the "Disappearing Corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Delaware General Corporation Law.

NOW, THEREFORE, the Plan of Merger pursuant to which the Disappearing Corporation is merged into the Surviving Corporation is as follows:

1. The Certificate of Incorporation of TJC Acquisition Corp. at the effective time of the merger shall be the Certificate of Incorporation of the Surviving Corporation, and said Certificate of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.
2. The present bylaws of TJC Acquisition Corp. will be the bylaws of the 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 Certificate of Incorporation of the Surviving Corporation and the Delaware General Corporation Law.
3. The directors in office of TJC Acquisition Corp. at the effective time of the merger shall be the members of the Board of Directors of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and bylaws.

4. The officers in office of The Jerger Company, Inc. at the effective time of the merger shall be the officers of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and bylaws.

5. Each share of issued and outstanding capital stock of the Disappearing Corporation shall be converted into the right to receive: \$4,347.84 plus 225.60 (subject to elimination of fractional shares) shares of Surviving Corporation's parent (Philadelphia Consolidated Holding Corp.), plus a contingent payment amount based on the consolidated net income of the Surviving Corporation for the year ending December 31, 2000.

6. The currently issued and outstanding capital stock of the Surviving Corporation shall not be affected by the merger.