

M93638

IVE. ELLUNUM O'MA, LLC  
ATTORNEYS AT LAW

170 MASON STREET  
GREENWICH, CT 06830-6592  
(203) 661-6000  
FAX (203) 661-9462

MICHAEL J. ALLEN\*  
ROBERT C. BARNUM, JR.  
EDWARD D. COSDEN, JR.  
WILMOT L. HARRIS, JR.  
WILLIAM I. HASLUN, II  
MICHAEL J. JONES\*  
EDWARD T. KRUEICH\*  
DONAT C. MARCHAND  
MILES F. McDONALD, JR.\*  
EDWIN J. O'MARA, JR.  
REMY A. RODAS\*  
GREGORY A. BAUM  
LORRAINE SLAVIN\*  
STEVEN B. STEINMETZ\*

PAUL Q. AMICUCCI\*  
STEPHAN B. GROZINGER\*  
JUERG A. HEIM\*  
JENNIFER B. KALLENBACH  
MELISSA T. KLAUBERG\*  
CRISTIN L. ROTHFUSS  
ALAN B. RUBENSTEIN\*  
SHERYL L. SENSALE\*

OF COUNSEL  
JAMES W. CUMINALE  
PHILIP R. MCKNIGHT  
JENNIFER D. PORT\*

December 26, 1996

\*ALSO ADMITTED IN NEW YORK  
\*ADMITTED IN NEW YORK ONLY  
\*ADMITTED IN NEW JERSEY ONLY

VIA FEDERAL EXPRESS

Florida Secretary of State  
State of Florida  
309 East Gaines Street  
Tallahassee, Florida 32399

Attention: Amendments Section

RE: Hubert Incorporated

400002040114--3  
-12/27/96--01131--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed for filing please find the Articles of Merger of Hubert Incorporated, a Florida corporation into Hubert, Incorporated, a Connecticut corporation.

As payment for said filing, enclosed please find a check in the amount of \$70.00 representing the filing fee of \$35.00 for each corporation. Please call the undersigned, should you have any questions.

Sincerely,

Juerg A. Heim

JAH:vz  
encs.

SH 1/4

Heim

FILED  
96 DEC 27 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

HUBERT INCORPORATED, a Florida corporation, M93638

INTO

**HUBERT, INCORPORATED**, a Connecticut corporation not qualified in Florida.

File date: December 27, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER

OF

HUBERT INCORPORATED  
(a Florida corporation)

AND

HUBERT, INCORPORATED  
(a Connecticut corporation)

EFFECTIVE DATE  
12-31-96

FILED  
96 DEC 27 AM 8:55  
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 corporation and the foreign corporation herein named do hereby adopt the following articles of merger:

1. The following is the Plan of Merger for merging HUBERT INCORPORATED, a Florida corporation (hereinafter sometimes referred to as the HUBERT INCORPORATED (Florida) or the "terminating constituent corporation") with and into HUBERT, INCORPORATED, a Connecticut corporation (hereinafter sometimes referred to as the HUBERT, INCORPORATED (Connecticut) or the "surviving constituent corporation") as adopted at a meeting by the Board of Directors of HUBERT INCORPORATED (Florida) on the date hereof and adopted at a meeting by the Board of Directors of HUBERT, INCORPORATED (Connecticut) on the date hereof:

A. Merger. HUBERT INCORPORATED (Florida) shall be merged with and into HUBERT, INCORPORATED (Connecticut) and HUBERT, INCORPORATED (Connecticut) shall survive the merger, all as, and with the effect, provided by the Florida Business Corporation Act, the General Statutes of the State of Connecticut, and this Agreement and Plan of Merger. The Agreement and Plan of Merger shall become effective for purposes of Connecticut and Florida law, respectively, at midnight on December 31, 1996 (hereinafter referred to as the "Effective Time").

The separate existence of the terminating constituent corporation shall cease as of the Effective Time in accordance with the provisions of the Business Corporation Act of the State of Florida.

B. Directors and Officers and Governing Documents. The directors and officers of the surviving constituent corporation shall be the same upon the Effective Time as they are for the surviving constituent corporation immediately prior thereto, 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 by-laws of the surviving constituent corporation.

The certificate of incorporation of the surviving constituent corporation shall continue to be the certificate of incorporation of the surviving constituent corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

The by-laws of the surviving constituent corporation, as in effect at the Effective Time, shall continue to be the by-laws of the surviving constituent corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

C. Rights and Liabilities of HUBERT, INCORPORATED (Connecticut)

At and after the Effective Time, the surviving constituent corporation shall possess all the rights, privileges, immunities and franchises, as well as of a public and private nature of each of the merging corporations; and property, real, personal and mixed, and all debts due the terminating constituent corporation on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged, shall be taken and transferred to and vested in the surviving constituent corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of such corporations shall not prevent or be in any way impaired by reason of the merger.

D. Stock of HUBERT, INCORPORATED (Connecticut) Upon the

Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holders thereof, each share of common stock of the terminating constituent corporation issued and outstanding immediately prior to the Effective Time and each share of common stock which is held in the treasury of the terminating constituent corporation shall be canceled and retired and no shares of common stock or other securities of the surviving constituent corporation shall be issued in respect thereto.

E. Stock of HUBERT INCORPORATED (Florida) Upon the Effective

Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each share of common stock of the surviving constituent corporation outstanding at the date of the Merger shall at the date of the Merger remain outstanding as issued.

F. Stock Certificates. At and after the Effective Time, each holder of an

outstanding certificate theretofore representing shares of common stock of the terminating constituent corporation (a "Certificate") shall surrender the Certificate to the surviving constituent corporation for cancellation and retirement.

G. Abandonment. At any time before the Effective Time, the Agreement

and Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors of the surviving constituent corporation, notwithstanding approval of this Agreement and Plan of Merger by the shareholders of the surviving constituent corporation.

2. The Agreement and Plan of Merger was required to be approved by the shareholders of HUBERT INCORPORATED (Florida) by a majority of all the outstanding shares of each class of securities of such corporation entitled to vote thereon and such shareholders so approved the Plan of Merger by unanimous written consent on the date hereof.

3. The Agreement and Plan of Merger was required to be approved by the shareholders of HUBERT, INCORPORATED (Connecticut) by the vote of at least two-thirds of all outstanding shares of stock class of securities of such corporation entitled to vote thereon, and such shareholders so approved the Plan of Merger by unanimous written consent on the date hereof.

4. The merger of HUBERT INCORPORATED (Florida) with and into HUBERT, INCORPORATED (Connecticut) is permitted by the laws of the jurisdiction of organization of HUBERT, INCORPORATED (Connecticut) and has been authorized in compliance with said laws.

5. The effective time and date in the State of Florida of the merger herein provided for shall be at midnight on December 31, 1996.

Executed as of the 16th day of December, 1996.

HUBERT INCORPORATED  
(a Florida corporation)

By: Hubert M. Tibbetts  
Hubert M. Tibbetts, President

ATTEST:

Gunhild M. Tibbetts  
Gunhild M. Tibbetts, its Secretary

HUBERT, INCORPORATED  
(a Connecticut corporation)

By: Hubert M. Tibbetts  
Hubert M. Tibbetts, President

ATTEST:

Gunhild M. Tibbetts  
Gunhild M. Tibbetts, its Secretary