

P000000000032 <sup>file 3rd</sup>



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 534087 149697A

AUTHORIZATION :

COST LIMIT : \$ 70

*Patricia Pzyt*

99 DEC 30 PM 3:58  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1999

ORDER TIME : 1:20 PM

ORDER NO. : 534087-015

CUSTOMER NO: 149697A

600003085186--3

CUSTOMER: Karen M. Brown, Legal Asst  
Swann, Hadley & Alvarez, P.a.  
Suite 270  
1031 West Morse Boulevard  
Winter Park, FL 32789

ARTICLES OF MERGER

TANNER ROAD, INC.

INTO

TANNER ROAD II, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON:

*Christine Lillich*  
~~Garrie Vaught~~

EXAMINER'S INITIALS:

*QXK1109*

RECEIVED  
99 DEC 30 PM 2:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TANNER ROAD, INC., a Florida corporation, P97000078014

INTO

**TANNER ROAD II, INC.**, a Florida entity, P00000000032.

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER  
OF  
TANNER ROAD, INC. (a Florida corporation)  
AND  
TANNER ROAD II, INC. (a Florida corporation)  
INTO  
TANNER ROAD II, INC.**

I. The Plan of Merger is:

Plan of Merger of  
Tanner Road, Inc., a Florida corporation and  
Tanner Road II, Inc., a Florida corporation  
Into Tanner Road II, Inc., a Florida corporation

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**ARTICLE I**

Names of Constituent Corporations

1. The name of each Constituent Corporation is Tanner Road, Inc., a Florida corporation ("Tanner") and Tanner Road II, Inc., a Florida corporation ("Tanner II").

2. The name of the Surviving Corporation is Tanner Road II, Inc.

**ARTICLE II**

Shares of Constituent Corporations

1. As to each Constituent Corporation the designation and number of outstanding shares of each class in series and the voting rights are:

(a) Tanner has outstanding 100 shares of voting common stock.

(b) Tanner II has outstanding 100 shares of voting common stock.

(c) The number of shares set forth above is not subject to change prior to the effective date of the merger.

### **ARTICLE III**

#### **Terms and Conditions of Proposed Merger**

1. The terms and conditions of the proposed merger are as follows:

(a) The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

(b) The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of the Surviving Corporation.

(c) The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective.

(d) All persons who are officers and directors of Tanner II shall remain in the same respective offices or capacity until the Board of Directors or Shareholders elect or appoint their successors.

(e) When the merger shall become effective, the separate existence of Tanner shall cease and said corporation shall merge into Tanner II.

### **ARTICLE IV**

#### **Manner and Basis of Converting Shares of Constituent Corporations Into Shares of the Surviving Corporation**

1. The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

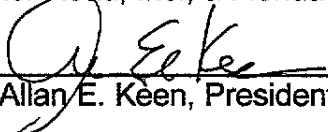
(a) Each outstanding common share of Tanner outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date be converted into one share of Tanner II.

## ARTICLE V

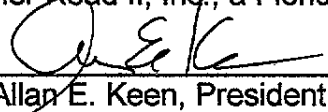
### Miscellaneous Provisions

1. The effective date of the merger shall be December 31, 1999.
2. The Plan of Merger was approved by the shareholders and directors of Tanner Road, Inc. and Tanner Road II, Inc. on December 30, 1999.

Tanner Road, Inc., a Florida corporation

BY:   
Allan E. Keen, President

Tanner Road II, Inc., a Florida corporation

BY:   
Allan E. Keen, President

Dated: December 30, 1999

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