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CERTIFIED MANAGEMENT ACCOUNTANT
ENROLLED AGENT *

BENJAMIN H. COSIO
ENROLLED AGENT *

* NONATTORNEY STAFF PROFESSIONALS

July 27, 2000

P00000056419

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800003341018--6
-07/31/00--01133--001
*****78.75 *****78.75

Re: Merger - Hudson Industries, Inc./Roger D. Fraser, Inc.

Dear Sir/Madam:

Enclosed are the original and one (1) copy of the Articles of Merger for the above-referenced corporations. Also enclosed is a check in the amount of \$78.75, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Keith H. Johnson
KHJ:hm

*Merger
8-3-00
RDS*

Enclosures (3)

c: Roger D. Fraser

FILED
00 JUL 31 PM 3:41
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

HUDSON INDUSTRIES, INC., a non-qualified Georgia corporation

INTO

ROGER D. FRASER, INC., a Florida entity, P00000056419

File date: July 31, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
HUDSON INDUSTRIES, INC.
(a Georgia Corporation)**

AND

**ROGER D. FRASER, INC.
(a Florida Corporation)**

FILED

00 JUL 31 PM 3:41

TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, and Section 14-2-1105 of the Georgia Code these Articles of Merger provide that:

1. Hudson Industries, Inc. ("HUDSON"), a Georgia corporation, shall be merged with and into Roger D. Fraser, Inc. ("FRASER"), a Florida corporation, which shall be the surviving corporation.

2. The Merger shall become effective at the later of midnight on July 31, 2000, or at midnight at the end of the day that both a Certificate of Merger has been filed by the Secretary of State of Georgia and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").

3. The AGREEMENT AND PLAN OF MERGER BETWEEN HUDSON INDUSTRIES, INC., AND ROGER D. FRASER, INC. (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

4. The Board of Directors of ROGER D. FRASER, INC. the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on July 27, 2000, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of HUDSON INDUSTRIES, INC., the Merging Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on July 27, 2000, and directed that such document be submitted to a vote of its shareholders. The shareholders of HUDSON INDUSTRIES, INC. AND ROGER D. FRASER, INC., respectively, duly approved and adopted unanimously the AGREEMENT AND PLAN OF MERGER by written consent on July 27, 2000, in the manner prescribed by the laws of the relevant states.

5. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Hudson Industries, Inc.	500 shares of \$1.00 par value Class A common Stock	500

Roger D. Fraser,
Inc.

100 shares of \$1.00
Par value Class A
common stock

100

6. The Articles of Incorporation for ROGER D. FRASER, INC., will not be amended in conjunction with the merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers on this 27 day of July, 2000.

HUDSON INDUSTRIES, INC., a Georgia
Corporation

ROGER D. FRASER, INC., a Florida
Corporation

By: Roger D. Fraser
Roger D. Fraser, President

By: Roger D. Fraser
Roger D. Fraser, President

By: Roger D. Fraser
Secretary

By: Janie Wilday
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of July, 2000, by Roger D. Fraser, as President of Hudson Industries, Inc., a Georgia corporation, on behalf of the corporation. He is personally known to me or has produced the following forms of identification



NICOLE L. FERNANDEZ
COMMISSION # CC 655684
EXPIRES JUN 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF DUVAL

Nicole L. Fernandez
Notary Public, State of Florida
My Commission Expires:

The foregoing instrument was acknowledged before me this 27th day of July, 2000, by Roger D. Fraser, as President of Roger D. Fraser, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced the following forms of identification



NICOLE L. FERNANDEZ
COMMISSION # CC 655684
EXPIRES JUN 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Nicole L. Fernandez
Notary Public, State of Florida
My Commission Expires:

**AGREEMENT AND PLAN OF MERGER
BETWEEN
HUDSON INDUSTRIES, INC
(a Georgia Corporation)**

AND

**ROGER D. FRASER, INC.
(a Florida Corporation)**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of July 27, 2000, between Hudson Industries, Inc. ("HUDSON"), a corporation organized and existing under the laws of the state of Georgia (HUDSON being hereinafter sometimes referred to as the "Merging Corporation"), and Roger D. Fraser, Inc. ("FRASER"), a corporation organized and existing under the laws of the state of Florida (FRASER being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations that HUDSON be merged with and into FRASER, with FRASER being the Surviving Corporation, under and pursuant to the laws of the State of Florida and the State of Georgia on the terms and conditions set forth herein;

NOW THEREFORE, the parties agree as follows:

**ARTICLE I
MERGER**

1.1 In accordance with the provisions of this agreement, the Georgia Business Corporation Code, and the Florida Business Corporation Act, at the Effective Time, HUDSON shall be merged with and into FRASER (the "Merger"). FRASER, the Surviving Corporation, shall continue its corporate existence under the laws of Florida under its present name.

1.2 The Merger shall become effective at the later of the date and time identified in Paragraph 2.1 below or at midnight at the end of the day that both a Certificate of Merger has been filed by the Secretary of State of Georgia and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time"). At the Effective Time, the separate existence of HUDSON, the Merging Corporation, shall cease.

1.3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

1.4 At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of HUDSON shall be canceled without payment of any consideration and without conversion; and

(b) Each issued and outstanding share of capital stock of FRASER shall remain issued and outstanding.

1.5 The articles of incorporation of FRASER in effect immediately prior to the Effective Time, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1. Unless otherwise provided in this Agreement, the merger shall become effective at 11:30 p.m., on July 31, 2000, pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 14-2-1105 for the Georgia Business Corporation Code.

2.2. Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest, in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III
CHARTER AND BYLAWS:
DIRECTORS AND OFFICERS

3.1. The Articles of Incorporation of FRASER as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2. The Bylaws of FRASER as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3. The persons who are the Directors and officers of FRASER immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV
CONVERSION OF SHARES

4.1. The Surviving Corporation presently has issued and outstanding one hundred (100) shares of \$1.00 par value Class A common stock ("FRASER Class A Common"), which shares of Class A Common are the only outstanding shares of the Surviving Corporation.

4.2. The Merging Corporation presently has issued and outstanding five hundred (500) shares of \$1 per value Class A common stock ("HUDSON Class A Common").

4.3. At the Effective Time, each five (5) issued and outstanding share of HUDSON Class A Common shall be converted into one (1) share of FRASER Class A Common. After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of HUDSON Class A Common may but shall not be required to, surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, respectively, one (1) share of FRASER Class A Common for every five (5) shares of HUDSON Class A Common represented by the stock certificates surrendered. No other cash, shares, securities or obligations will be distributed or issued upon conversion of HUDSON Class A Common.

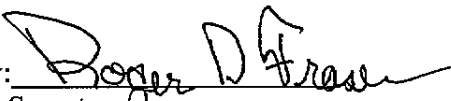
ARTICLE V
MISCELLANEOUS

5.1. Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida and Secretary of State of Georgia of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the even of such determination and the abandonment of this Agreement and Plan pursuant other provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, officers or shareholders in respect of this Agreement and Plan.


5.2. The Shareholders of HUDSON and FRASER dissenting to the Agreement and Plan shall be entitled, pursuant to Section 607.1302 of the Florida Business Corporation Act and Section 14-2-1302 of the Georgia Business Corporation Code to be paid the fair value of their shares upon compliance with such statutory sections.


5.3. This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.


Attested by: 
Secretary

HUDSON INDUSTRIES, INC., a Georgia Corporation

By: 
Roger D. Fraser, President

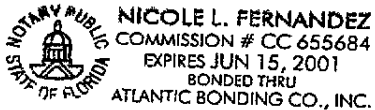
Attested by: 
Secretary

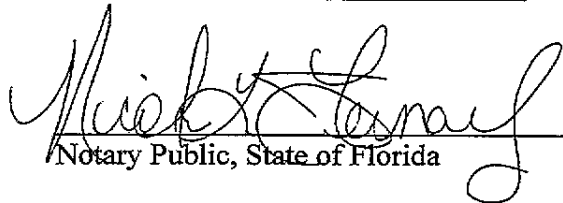
ROGER D. FRASER, INC., a Florida Corporation

By: 
Roger D. Fraser, President

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 27th day of July, 2000, by Roger D. Fraser, as President of Hudson Industries, Inc., a Georgia corporation, on behalf of the corporation. He is personally known to me or has produced the following forms of identification





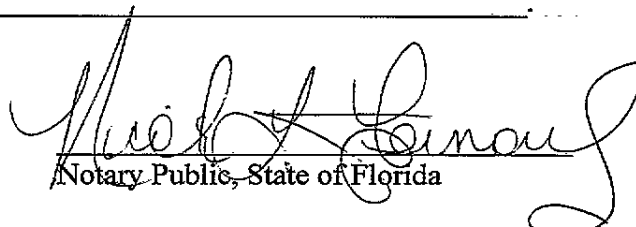
Notary Public, State of Florida

My Commission Expires:

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 27th day of July, 2000, by Roger D. Fraser, as President of Roger D. Fraser, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced the following forms of identification





Notary Public, State of Florida

My Commission Expires: