

Division of Corporations

PO00000057501

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

THE PAR WORLDWIDE GROUP INCORPORATED

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PAR INTERNATIONAL SOURCING, INC., A FLORIDA ENTITY P98000040898  
PAR MARKETING OF FLORIDA, INC., A FLORIDA ENTITY P93000012163

PAR INTERNATIONAL CIRCUITS, L.L.C., AN ALABAMA ENTITY  
M96000000307

INTO

THE PAR WORLDWIDE GROUP INCORPORATED, a Florida entity  
P00000057501

File date: June 26, 2002, effective July 1, 2002

Corporate Specialist: Trevor Brumbley

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### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PAR International Sourcing, Inc. 2385 Aerial Way Brooksville, FL 34604 Florida Document Number P98000040898	Florida	Corporation
PAR Marketing of Florida, Inc. 2385 Aerial Way Brooksville, FL 34604 Florida Document Number P93000012163	Florida	Corporation
PAR International Circuits, L.L.C. 2385 Aerial Way Brooksville, FL 34604 Alabama Document Number DLL 653-466 <i>M910000000307</i>	Alabama	Limited Liability Company

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The PAR Worldwide Group Incorporated 2385 Aerial Way Brooksville, FL 34604 Florida Document Number P00000057501	Florida	Corporation

**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

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**FIFTH:** The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a shareholder of the surviving entity pursuant to Section 607.1108(5) and 608.4381(2), Florida Statutes.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of any limited liability company that is a party to the merger.

**SEVENTH:** The merger shall become effective as of July 1, 2002.


**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**NINTH: Signatures for each Party:**

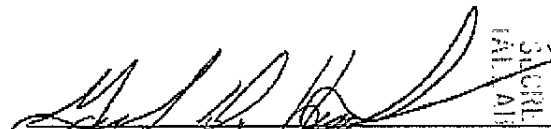
Name of Entity

Signature and Typed Name of Individual


The PAR Worldwide Group Incorporated

  
Gerard D. Henderson, President

PAR Marketing of Florida, Inc.

  
Gerard D. Henderson, President

PAR International Sourcing, Inc.

  
Gerard D. Henderson, President

PAR International Circuits, L.L.C.

  
Gerard D. Henderson, Member

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**PLAN OF MERGER**

1. The PAR Worldwide Group Incorporated ("Worldwide"), which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of stock of PAR International Sourcing, Inc. ("Sourcing") and PAR Marketing of Florida, Inc. ("Marketing"), which are also business corporations of the State of Florida, and is the owner of all of the membership interest in PAR International Circuits, L.L.C. ("Circuits"), which is a limited liability company of the State of Alabama, hereby merges Sourcing, Marketing and Circuits into Worldwide, pursuant to the provisions of the Florida Business Corporation Act and the Code of Alabama.
2. The separate existence of Sourcing, Marketing and Circuits shall cease at the effective time and date of the merger, and Worldwide shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act and the Code of Alabama.
3. The issued shares of Sourcing and Marketing and the issued membership interest of Circuits shall not be converted in any manner, but each said shares and membership interest which is issued immediately prior to the effective date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Worldwide are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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