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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 AM 10:11

August 11, 2000

TRANSMITTAL LETTER

Department of State,
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/17/00--01072--012
*****78.75 *****78.75

VIA: FEDERAL EXPRESS

Subject: Articles of Merger TDFC, Inc.

Enclosed are an original and one copy of the Articles of Merger and Plan of Merger of PRM, Inc. into TFDC, Inc., along with my check in the amount of \$78.75 for the filing fees and one certified copy.

Best Regards


Michael W. Hill

*Mike Hill gave Authorization
to correct name on document.
9/1 JB*

Merger

V. SHEPARD SEP 6 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRM, INC., an Alabama corporation not qualified in Florida

INTO

TFDC, INC., a Florida entity, P00000065326

File date: August 17, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

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Pursuant to the provisions of Florida Statute 607.1105, the undersigned domestic and foreign corporations have adopted the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

Name of Corporation	State
PRM, Inc.	Alabama
TFDC, Inc.	Florida

2. The laws of the state under which such foreign corporation is organized permit such merger.

3. The name of the surviving corporation is ~~TFDC~~ ^{EP} C, Inc. and it is to be governed by the laws of the State of Florida.

4. The attached plan of merger was approved by the directors and shareholders of the undersigned domestic corporation on AUGUST 14, 2000, in the manner prescribed by statute and was approved by the undersigned foreign corporation on AUGUST 14, 2000, in the manner prescribed by the laws of the state under which it is organized:

5. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

PRM, Inc.

By: Laura N. Porter
Laura N. Porter, President

Dated: Aug 14, 2000 (corporate seal)

Attest: James A. Porter
James A. Porter, Secretary

TFDC, Inc.

By: Laura N. Porter
Laura N. Porter, President

Dated: Aug 14, 2000 (corporate seal)

Attest: James A. Porter
James A. Porter, Secretary

PLAN OF MERGER

This Plan of Merger made August 14, 2000, between PMR, Inc, a corporation organized and existing under the laws of the State of Alabama and domesticated in the State of Florida, having its principal office at 3049 N. E. 7th Drive, Boca Raton, Florida 33431, County of Palm Beach, State of Florida, and TFDC, Inc. a corporation organized and existing under the laws of the State of Florida, having its principal office and place of business at 3049 N. E. 7th Drive, Boca Raton, Florida 33431, County of Palm Beach, State of Florida.

RECITALS

1. The total number of shares of stock which TFDC, Inc. is authorized to issue is 1000 shares, of common stock at \$1.00 par value, of which 1000 shares are issued and outstanding.
2. The total number of shares of stock which PMR Inc. is authorized to issue is 1000 shares, of common stock at \$1.00 par value, of which 1000 shares are issued and outstanding.
3. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that PMR, Inc be merged into TFDC, Inc.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Florida Statute 607.1105, that PMR, Inc. shall be merged into TFDC, Inc as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of PMR, Inc. into shares or other securities of TFDC, Inc., as hereinafter set forth.

SECTION ONE TFDC, INC. TO BE THE SURVIVING CORPORATION

PMR, Inc. shall be merged into TFDC, Inc. and the corporate existence of PRM, Inc. shall cease and the corporate existence of TFDC, Inc. shall continue under the name of TFDC, Inc. and it shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and TFDC, Inc. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if TFDC, Inc. had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of TFDC, Inc. shall remain the principal office of the corporation following this merger.

SECTION THREE OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are any business lawfully permitted to be engaged in by a Florida corporation.

SECTION FOUR BYLAWS

The present bylaws of TFDC, Inc., insofar as not inconsistent with this Plan of Merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION FIVE NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the board of directors of TFDC, Inc., following merger, and who shall hold office until the first annual meeting of the shareholders of TFDC, Inc. following merger, are as follows:

James A. Porter; 3049 N. E. 7th Drive, Boca Raton, FL 33431

Laura N. Porter; 3049 N. E. 7th Drive, Boca Raton, FL 33431

SECTION SIX METHOD OF CONVERTING SHARES

Immediately upon this Plan of Merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of TFDC, Inc., as represented by the existing shares issued and outstanding.

SECTION SEVEN EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan of Merger.

SECTION EIGHT SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

This Plan of Merger was submitted to the stockholders of the constituent corporations in the manner provided by Chapter 607 of the Florida Statutes, on AUGUST 14, 2000, and the votes of stockholders of each such corporation representing 100% of the total number of shares of its capital stock was in favor of the adoption of this Plan of Merger, to take effect as the Plan of Merger of the constituent corporations on the date on which it is filed in the office of the Department of State of the State of Florida.

SECTION NINE EXECUTION OF PLAN OF MERGER

This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

PRM, Inc.

By: 
Laura N. Porter, President

(corporate seal)

Attest: 
James A. Porter, Secretary

TFDC, Inc.

By: 
Laura N. Porter, President

(corporate seal)

Attest: 
James A. Porter, Secretary