

P01000116011

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December 18, 2001

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Merger of MaryMax, Inc. into M.E. Hembree, Inc.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Merger for the referenced corporations. Both have been subscribed and acknowledged by the incorporator. If the articles meet with your approval, we would appreciate your filing the original and certifying and returning the copy to our office.

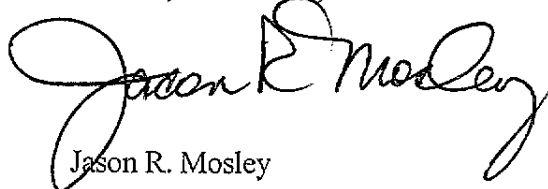
Also enclosed is our check for \$78.75 representing payment of the following items:

Filing fee (two parties)	\$70.00
Certified copy of articles	\$8.75

Thank you for your assistance in this matter.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE


Jason R. Mosley

Merger

V SHEPARD JAN 2 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 21 AM 10:22
EFFECTIVE DATE
12/31/2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARYMAX, INC., a Mississippi corporation, F00000007256

INTO

M.E. HEMBREE, INC., a Florida entity, P01000116011

File date: December 21, 2001, effective December 31, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
MARYMAX, INC., a Mississippi corporation
INTO
M.E. HEMBREE, INC., a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 21 AM 10:22
EFFECTIVE DATE
12/31/2001

ARTICLES OF MERGER between M.E. Hembree, Inc. (the "Surviving Corp.") and MaryMax, Inc., (the "Disappearing Corp.") (collectively the "Constituent Corporations").

Under § 607.1105 of the Florida Business Corporation Act (the Florida "Act") and §79-4-11.06 of the Mississippi Business Corporation Act (the "Mississippi Act"), MaryMax, Inc. and M.E. Hembree, Inc. adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 17, 2001, between MaryMax, Inc. and M.E. Hembree, Inc. was approved and adopted by the shareholders of MaryMax, Inc. on December 17, 2001 and was adopted by the Board of Directors of M.E. Hembree, Inc. on December 17, 2001 because shareholder approval of the Plan of Merger is not required by the shareholders of M.E. Hembree, Inc. by § 607.1103(7) of the Florida Act.

2. Under the Plan of Merger, all issued and outstanding shares of MaryMax, Inc.'s stock will be acquired by means of a merger of MaryMax, Inc. into M.E. Hembree, Inc. with M.E. Hembree the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under § 607.1105(1)(b) of the Florida Act, the date and time of the effectiveness of the Merger shall be December 31, 2001.

5. The Constituent Corporations have complied with all the requirements of their respective States necessary to effect this merger.

IN WITNESS WHEREOF, the parties have set their hands on this 17th day of December, 2001.

ATTEST:



(Corporate Seal)

ATTEST:

(Corporate Seal)

MARYMAX, INC.

A Mississippi corporation

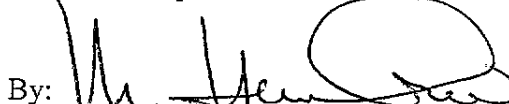


By:

Its President

M.E. HEMBREE, INC.

A Florida corporation



By:

Its President

PLAN OF MERGER

Merger between M.E. Hembree, Inc. (the "Surviving Corp.") and MaryMax, Inc., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§ 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of Surviving Corp. common stock in accordance with this Plan. Each share of Surviving Corp.' stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp.'s Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in

the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with § 607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the Same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after the filing of the Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Approved this 17th day of December, 2001

Disappearing Corporation:
MaryMax, Inc.

By: 

Its President

Surviving Corporation:
M.E. Hembree, Inc.

By: 

Its President