

PD2000023134

CT CORPORATION

CORPORATION(S) NAME

McGinnis Communications, Inc. (FL)

merging: McGinnis Communications, Inc. (AL)

2002 MAR -4 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

2002 MAR -4 AM 11:08  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

3/4/02

Order#: 5163988

Ref#:

Amount: \$ \*\*\*\*\*70.00 \*\*\*\*\*70.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulliette MAR 04 2002

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MCGINNIS COMMUNICATIONS, INC., an Alabama corporation not qualified

INTO

**MCGINNIS COMMUNICATIONS, INC.**, a Florida entity, P02000023134.

File date: March 4, 2002

Corporate Specialist: Cheryl Coulliette

FILED  
2002 MAR -4 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER -  
MCGINNIS COMMUNICATIONS, INC. (AL)  
INTO  
MCGINNIS COMMUNICATIONS, INC. (FL)**

Pursuant to the provisions of section 10-2B-11.07 *Code of Alabama* (1975), as in effect from time to time, and section 607.1107 F.S., as in effect from time to time, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging McGinnis Communications, Inc., an Alabama business corporation ("Merging Corporation"), into McGinnis Communications, Inc., a Florida business corporation ("Surviving Corporation").

**SECTION 1. NAMES OF CONSTITUENT CORPORATIONS**

The names of the corporations and the states under the laws of which they are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
McGinnis Communications, Inc.	Alabama
McGinnis Communications, Inc.	Florida

**SECTION 2. FOREIGN CORPORATION GOVERNING LAW**

The laws of the state under which Merging Corporation is organized permit such merger.

**SECTION 3. SITUS**

The Surviving Corporation shall be governed by the laws of the State of Florida.

**SECTION 4. APPOINTMENT**

The Secretary of State of the State of Alabama shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any proceeding. The address to which the service of process in any such proceeding shall be mailed is 176 Governors Road, Ponte Vedra Beach, Florida 32082.

## SECTION 5. PLAN OF MERGER

The Agreement and Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved by the shareholders of the Surviving Corporation in the manner prescribed by section 607.1103 F.S. and was approved by the shareholders of the Merging Corporation in the manner prescribed by and section 10-2B-11.03 *Code of Alabama* (1975).

## SECTION 6. OUTSTANDING SHARES

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

	<u>Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Merging Corporation	1,000	Common	1,000
Surviving Corporation	1,000	Common	1,000

## SECTION 7. VOTING

As to each of the corporations, the total number of shares voted for and against such plan and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan are as follows:

	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Merging Corporation	1,000	0	Common	1,000	0
Surviving Corporation	1,000	0	Common	1,000	0

**SECTION 8. COUNTY OF INCORPORATION OF MERGING  
CORPORATION**

The articles of incorporation of the Merging Corporation, which is incorporated under the laws of the State of Alabama, are recorded in DeKalb County, Alabama.

IN WITNESS WHEREOF, the undersigned have caused these articles of merger to be executed in their names and on their behalf on this the 22nd day of February, 2002.

MCGINNIS COMMUNICATIONS, INC.  
(AL)

By: James M. McGinnis  
James M. McGinnis  
Its President

MCGINNIS COMMUNICATIONS, INC.  
(FL)

By: James M. McGinnis  
James M. McGinnis  
Its President

STATE OF MN

St Louis COUNTY

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§ SS.  
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I, the undersigned authority, a notary public, hereby certify that James M. McGinnis, whose name as President of McGinnis Communications, Inc., an Alabama business corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 22 day of FEBRUARY, 2001.

Bonnie L. Ratajek  
Notary Public  
My Commission Expires: 1-31-2005

STATE OF MN

St Louis COUNTY

§  
§ SS.  
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I, the undersigned authority, a notary public, hereby certify that James M. McGinnis, whose name as President of McGinnis Communications, Inc., a Florida business corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 22 day of FEBRUARY, 2001.

Bonnie L. Ratajek  
Notary Public  
My Commission Expires: 1-31-2005

**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER -  
MCGINNIS COMMUNICATIONS, INC. (AL)  
INTO  
MCGINNIS COMMUNICATIONS, INC. (FL)**

AGREEMENT AND PLAN OF MERGER between McGinnis Communications, Inc., a Florida business corporation ("Surviving Corporation") and McGinnis Communications, Inc., an Alabama business corporation ("Merging Corporation"). Said corporations are sometimes hereinafter collectively referred to as the "Constituent Corporations."

**WITNESSETH THAT:**

WHEREAS, the boards of directors of the Constituent Corporations deem it advisable that the Merging Corporation be merged into the Surviving Corporation under the laws of the State of Florida in the manner provided for in Chapter 607 F.S, as in effect from time to time ("Florida Business Corporation Act") and the laws of the State of Alabama in the manner provided for in chapter 2B, title 10, *Code of Alabama* (1975), as in effect from time to time ("Alabama Business Corporation Act").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations do hereby agree to merge upon the terms and conditions below stated:

**SECTION 1. AGREEMENT TO MERGE**

The Constituent Corporations agree that the Merging Corporation shall be merged into the Surviving Corporation.

**SECTION 2. NAME OF SURVIVING CORPORATION**

The name of the Surviving Corporation shall be "McGinnis Communications, Inc."

**SECTION 3. EFFECTIVE DATE OF MERGER**

This merger shall become effective on the later of February 22, 2002, or the date of filing of this agreement and the articles of merger, or other appropriate certificate in the manner provided by law ("Effective Date").



#### **SECTION 4. EFFECT OF MERGER**

On and after the Effective Date, Surviving Corporation, the articles of incorporation of which are filed in the office of the Secretary of State of the State of Florida, shall be the surviving corporation, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations as provided by the Florida Business Corporation Act. On and after the Effective Date, Merging Corporation, the articles of incorporation of which are recorded in the Probate Office for DeKalb County, State of Alabama, in Incorporation Record Book N, at Page 381 and following, shall cease to exist and its property, both real and personal, shall become the property of Surviving Corporation.

#### **SECTION 5. PLACE OF REGISTERED OFFICE OF SURVIVING CORPORATION**

The place in the State of Florida where the registered office of the Surviving Corporation is and shall continue to be located is 176 Governors Road, Ponte Vedra Beach, Florida 32082.

#### **SECTION 6. PURPOSES OF SURVIVING CORPORATION**

The purposes of the Surviving Corporation shall be as set forth in its articles of incorporation and also to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

#### **SECTION 7. ARTICLES OF INCORPORATION**

The articles of incorporation of the Surviving Corporation after the merger shall be the articles of incorporation of the Surviving Corporation before the merger, as hereby amended.

#### **SECTION 8. BYLAWS**

The bylaws of the Surviving Corporation after the merger shall be the bylaws of the Surviving Corporation before the merger.

#### **SECTION 9. DIRECTORS**

The present directors of the Surviving Corporation shall continue as such after the merger until their successors are duly elected.

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## **SECTION 10. OFFICERS**

The present officers of the Surviving Corporation shall continue as such after the merger until their successors are duly elected.

## **SECTION 11. REGISTERED AGENT**

James M. McGinnis is and after the merger shall continue to be the registered agent for service of process of the Surviving Corporation in the State of Florida.

## **SECTION 12. MODE OF EFFECTING MERGER**

The Surviving Corporation shall issue no new shares as a consequence of the merger because the shareholders of the Merging Corporation are one and the same as the shareholders of the Surviving Corporation.

## **SECTION 13. CANCELLATION OF MERGING CORPORATION'S SHARES**

All authorized and outstanding shares of the Merging Corporation and all rights in respect thereof shall be canceled immediately upon the Effective Date, and the certificates representing such shares shall be canceled.

## **SECTION 14. ACCOUNTING**

The assets of the Merging Corporation shall be recorded in the accounts of the Surviving Corporation at their book value as of the Effective Date.

The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

## **SECTION 15. AUTHORIZED SHARES OF MERGING CORPORATION**

The present number of shares which the Merging Corporation is authorized to issue is 10,000 shares of \$1.00 per share par value common stock, of which 1,000 shares are now issued and outstanding.

## **SECTION 16. AUTHORIZED SHARES OF SURVIVING CORPORATION**

The present number of shares which the Surviving Corporation is authorized to issue is 10,000 shares of \$1.00 per share par value common stock, of which 1,000 shares are now issued and outstanding.

#### **SECTION 17. AUTHORIZED CAPITAL OF SURVIVING CORPORATION**

The total number of shares which may be issued by the Surviving Corporation after the effective date of the merger shall be 10,000 shares of common stock having a par value of \$1.00 per share.

#### **SECTION 18. SHAREHOLDERS' RIGHT TO ABANDON MERGER**

The shareholders of each of the Constituent Corporations shall have the power granted by law to abandon the merger provided for herein, prior to the Effective Date.

#### **SECTION 19. APPROVAL**

This Agreement and Plan of Merger shall be submitted to the shareholders of the Constituent Corporations as required by the Florida Business Corporation Act and the Alabama Business Corporation Act. If the required approval is obtained, the proper officers of each Constituent Corporation are authorized, empowered, and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents which may be necessary, appropriate, helpful, or proper to render effective the merger herein contemplated.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents, thereunto duly authorized by the respective boards of directors of the Constituent Corporations.

MCGINNIS COMMUNICATIONS, INC.  
(AL)

By: James M. McGinnis  
James M. McGinnis  
Its President

MCGINNIS COMMUNICATIONS, INC.  
(FL)

By: James M. McGinnis  
James M. McGinnis  
Its President

STATE OF MN  
St. Louis COUNTY

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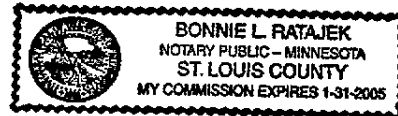
I, the undersigned authority, a notary public, hereby certify that James M. McGinnis, whose name as President of McGinnis Communications, Inc., an Alabama business corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 22 day of FEBRUARY, 2001.

Bonnie L. Ratajek  
Notary Public  
My Commission Expires: 1-31-2005

STATE OF MN  
St. Louis COUNTY

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Given under my hand on this the 22 day of FEBRUARY, 2001.

Bonnie L. Ratajek  
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