

P19684

DUANE, MORRIS & HECKSCHER

ONE LIBERTY PLACE  
PHILADELPHIA, PA 19103-7396  
(215)979-1000

122 E. 42ND STREET, SUITE 2125  
NEW YORK, NY 10168-0002  
(212)499-0410

314 S. STATE STREET  
DOVER, DE 19901  
(302)736-0156

ATTORNEYS AT LAW

305 N. FRONT STREET  
P.O. BOX 1003  
HARRISBURG, PA 17108  
(717) 237-5500

FAX  
(717) 232-4015

1201 MARKET STREET, SUITE 1500  
WILMINGTON, DE 19801-0195  
(302)571-5550

968 POSTAL ROAD, SUITE 200  
ALLENTOWN, PA 18109-0400  
(610)266-3650

735 CHESTERBROOK BOULEVARD  
WAYNE, PA 19087-5638  
(610)647-3555

51 HADDONFIELD ROAD, SUITE 340  
CHERRY HILL, NJ 08002-4810  
(609)488-7300

SARA C. REAM  
DIRECT DIAL: (717) 237-5511  
EMAIL: SCReam@duanemorris.com

November 12, 1997

Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger  
High Industries, Inc.

Good Morning:

I am enclosing the following documents for immediate filing on behalf of our client,  
High Industries, Inc.:

- 2 Articles of Merger (1 original, 1 copy)
- 2 Plan of Mergers (1 original, 1 copy)

Please date-stamp the extra copy and return it to me in the self-addressed stamped envelope. I have enclosed a check in the amount of \$140.00 to cover the filing fee. Thank you for your anticipated cooperation.

Sincerely,

*Sara C. Ream*

Sara C. Ream  
Paralegal

Enclosures

cc: Thomas R. Esposito

VS DEC 4 1997

*Merger*

FILED  
97 DEC -2 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

000002346330--0  
-11/13/97--01062--001  
\*\*\*\*140.00 \*\*\*\*140.00

P19684

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

HIGH ASSOCIATES, INC., a Florida corporation, K72653

HIGH ASSOCIATES GA, INC., a Georgia corporation not qualified in Florida

HIGH ASSOCIATES NC, INC., a North Carolina corporation not qualified in Florida

into

**HIGH INDUSTRIES, INC.,** a Pennsylvania corporation P19684

File date: December 2, 1997

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 21, 1997

SARA C. REAM  
P.O. BOX 1003  
HARRISBURG, PA 17108

SUBJECT: HIGH INDUSTRIES, INC.  
Ref. Number: P19684

We have received your document for HIGH INDUSTRIES, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 897A00055766

DUANE, MORRIS & HECKSCHER <sup>LLP</sup>

ONE LIBERTY PLACE  
PHILADELPHIA, PA 19103-7396  
(215)979-1000

122 E. 42ND STREET, SUITE 2125  
NEW YORK, NY 10168-3002  
(212)499-0410

314 S. STATE STREET  
DOVER, DE 19901  
(302)736-0156

ATTORNEYS AT LAW

305 N. FRONT STREET  
P.O. BOX 1003  
HARRISBURG, PA 17108  
(717) 237-5500

FAX  
(717) 232-4015

1201 MARKET STREET, SUITE 1500  
WILMINGTON, DE 19801-0195  
(302)571-5550

968 POSTAL ROAD, SUITE 200  
ALLENTOWN, PA 18109-0400  
(610)266-3650

735 CHESTERBROOK BOULEVARD  
WAYNE, PA 19087-5638  
(610)647-3555

51 HADDONFIELD ROAD, SUITE 340  
CHERRY HILL, NJ 08002-4810  
(609)488-7300

SARA C. REAM  
DIRECT DIAL: (717) 237-5511  
EMAIL: SCReam@duanemorris.com

VIA FEDERAL EXPRESS

December 1, 1997

Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32314

ATTN: Velma Shepard

Re: Articles of Merger  
High Industries, Inc.

Dear Ms. Shepard:

Corrections have been made per your November 21, 1997 correspondence, and I am enclosing the following documents for immediate re-filing on behalf of our client, High Industries, Inc.:

2 Articles of Merger (1 original, 1 copy)  
2 Plan of Mergers (1 original, 1 copy)

Please date-stamp the extra copy and return it to me in the self-addressed stamped envelope. It is my understanding that you still have our original check in the amount of \$140.00 to cover the filing fee. Thank you for your anticipated cooperation. If you have any further questions, please do not hesitate to call me.

Sincerely,



Sara C. Ream  
Paralegal

Enclosures  
cc: Kirsten C. Miller, Esquire (w/ enclosures)

**DOMESTIC CORPORATION AND FOREIGN CORPORATIONS**  
**ARTICLES OF MERGER**  
**OF HIGH ASSOCIATES, INC., HIGH ASSOCIATES GA, INC., AND**  
**HIGH ASSOCIATES NC, INC.**  
**INTO**  
**HIGH INDUSTRIES, INC.**

FILED  
97 DEC -2 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

1. The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
High Associates, Inc.	State of Florida
High Associates GA, Inc.	State of Georgia
High Associates NC, Inc.	State of North Carolina
High Industries, Inc.	Commonwealth of Pennsylvania

2. The laws of the state under which such foreign corporations are organized permit such merger and such foreign corporations are complying with those laws in effecting the merger.

3. High Industries, Inc. a Pennsylvania corporation and the surviving corporation, has complied with Section 607.1105 F.S. and High Associates, Inc., a Florida corporation, has complied with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

4. The plan of merger is attached hereto as Exhibit "A".

5. The effective date of the certificate of merger shall be the date of filing of the Articles of Merger.

6. The plan of merger was adopted by the shareholders of High Associates, Inc., on the 23rd day of October, 1997; by the shareholders of High Associates GA, Inc. on the 23rd day of October, 1997; and by the shareholders of High Associates NC, Inc. on the 23rd day of October, 1997; and was adopted by the Board of Directors of High Industries, Inc. on the 23rd day of October, 1997. Shareholder approval of High Industries, Inc. was not required.

Signed this 23rd day of October, 1997.

HIGH INDUSTRIES, INC.

(Name of surviving corporation)

By: 

S. Dale High

(Name)

Chairman of the Board of Chief Executive Officer

(Title)

HIGH ASSOCIATES GA, INC.

(Name of merged corporation)

By: 

Edward S. Hoover

(Name)

President

(Title)

HIGH ASSOCIATES NC, INC.

(Name of merged corporation)

By: 

Edward S. Hoover

(Name)

President

(Title)

HIGH ASSOCIATES, INC.

(Name of merged corporation)

(Name)

Edward S. Hoover  
President

(Title)

## PLAN OF MERGER

Merger of  
High Associates, Inc.,  
High Associates GA, Inc., and  
High Associates NC, Inc.  
into  
High Industries, Inc.

The undersigned corporations, in accordance with the applicable provisions of the Florida Business Corporation Act, the Georgia Corporation Code, the North Carolina Business Corporation Act and the Pennsylvania Business Corporation Law, for and in consideration of the mutual promises, covenants and conditions stated herein, and intending to be legally bound, hereby adopt the following Plan of Merger:

1. The parties to this Plan of Merger are High Associates, Inc., a Florida corporation ("High Associates FLA"), High Associates GA, Inc., a Georgia corporation ("High Associates GA"), High Associates NC, Inc., a North Carolina corporation ("High Associates NC"), and High Industries, Inc., a Pennsylvania corporation ("High Industries").

2. Immediately prior to the adoption of this Plan of Merger and at all times thereafter prior to the Effective Date of the Merger (hereinafter defined):

(a) the authorized capital stock of High Associates FLA consists of 100,000 shares of common stock, par value \$1.00, 20,000 of which are issued and outstanding and no shares of which are held in treasury of High Associates Florida.

(b) The authorized capital stock of High Associates GA consists of 1,000 shares of common stock, no par value, all of which are issued and outstanding and no shares of which are held in treasury of High Associates GA.

(c) The authorized capital stock of High Associates NC consists of 100,000 shares, no par value, which is divided into 10,000 shares of Class A Voting Stock, of which 100 shares are outstanding, and 90,000 shares of Class B Non-voting Stock, of which 39,900 are outstanding. No shares are held in treasury of High Associates NC.

3. The parties hereto agree to effect this Merger on the Effective Date.

4. Pursuant to this Plan of Merger and upon the Effective Date, High Associates FLA, High Associates GA, and High Associates NC shall be merged with and into High Industries, which shall be the surviving corporation and shall continue under the same name, High Industries, Inc.

5. The Articles of Incorporation of High Industries, as in effect on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of High Industries and shall not be changed or amended by the Merger.



6. High Industries reserves the right and power, after the Effective Date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights confessed on officers, directors or stockholders herein are subject to this reservation.

7. The Bylaws of High Industries, as such Bylaws exist on the Effective Date of the Merger, shall remain and be the Bylaws of High Industries until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

8. The directors of High Industries as of the Effective Date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of High Industries. The number of directors of High Industries shall continue to be seven and shall be the following persons: Calvin G. High, S. Dale High, Steven D. High, Gregory A. High, William W. Adams, Leroy A. King, Jr., W. Kirk Liddell. The officers of High Industries as of the Effective Date of the Merger shall continue in office after the Effective Date and until the next Annual Meeting of the Board of Directors of High Industries.

9. As of the Effective Date of the Merger, each share of issued and outstanding stock of High Associates FLA, High Associates GA and High Associates NC, respectively, shall be surrendered and cancelled. Shares of High Industries outstanding at the Effective Date of this Merger shall not be converted or exchanged, but shall remain outstanding as shares of stock of High Industries, the surviving corporation.

10. On the Effective Date of the Merger, the separate existence of High Associates FLA, High Associates GA and High Associates NC shall cease, and all of their property, rights, privileges and franchises, of whatever nature and description, shall be transferred to, vest in, and devolve upon High Industries, without further act or deed. On the Effective Date of the Merger, all property of High Associates FLA, High Associates GA and High Associates NC and all debts due on whatever account to any of said corporations shall be taken and shall be deemed to be transferred to and vested in High Industries without further act ordered. Confirmatory deeds, assignments or other like instruments, when deemed desirable by High Industries to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the names of High Associates FLA, High Associates GA and High Associates NC by the last acting officers thereof, or by the corresponding officers of High Industries, the surviving corporation.

11. On the Effective Date of the Merger, High Industries shall become responsible for all liabilities and obligations of High Associates FLA, High Associates GA and High Associates NC. The rights of creditors of any said corporation or any person dealing with any said corporation or any liens upon any property of any said corporation shall not be impinged by the merger contemplated herein. Any existing claims or pending actions or proceedings by or against any said corporation may be prosecuted to judgment as if the merger contemplated herein had

not taken place, or High Industries may be proceeded against as substituted in place of any said corporation.

12. The Effective Date of the Merger shall be the date when the Articles of Merger are filed by the Department of State of the Commonwealth of Pennsylvania, the State of Florida, the State of Georgia and the State of North Carolina (the "Effective Date").

13. For the convenience of the parties hereto and to facilitate the required filing of documents, any number of counterparts of this Plan of Merger may be executed, and each such counterpart shall be deemed an original instrument.

IN WITNESS WHEREOF, High Associates FLA, High Associates GA, High Associates NC and High Industries have caused this Plan of Merger to be signed by a duly authorized officer in accordance with the Florida Business Corporation Act, the Georgia Corporation Code, the North Carolina Business Corporation Act and the Pennsylvania Business Corporation Law, and attested by the signature of its Secretary as of this 21st day of October, 1997.

ATTEST:

Patty J. Bernhart  
Secretary

HIGH INDUSTRIES, INC.

By: S. Dale High  
Its: President

ATTEST:

[Signature]  
Secretary

HIGH ASSOCIATES, INC.

By: [Signature]  
Its: Edward S. Hoover  
President

ATTEST:

Robin D. Stauffer  
Secretary

HIGH ASSOCIATES GA, INC.

By: [Signature]  
Its: Edward S. Hoover  
President

ATTEST:

Robin D. Stauffer  
Secretary

HIGH ASSOCIATES NC, INC.

By: [Signature]  
Its: Edward S. Hoover  
President

kcm\high\associat\merger.pla