

Document Number Only

P28654

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

100002725071--0
-12/29/98--01064--017
*****70.00 *****70.00

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-12/29/98--01064--018
*****8.75 *****8.75

C & M Care Distributors, Inc.

merging into

Care Holdings, Inc.

- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input checked="" type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <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 | | |

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DEC 29 1998

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merger
12-30-98
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STATE OF FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

C & M CORE DISTRIBUTORS, INC., a Florida corporation, 339218

INTO

CORE HOLDINGS, INC., a Delaware corporation, P28654

File date: December 29, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The Following articles of merger are being submitted in accordance with Sections(s) 607.1109, 608.4382, and/or 520.203, Florida Statutes.

First: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party:

C & M Core Distributors, Inc.
1255 LaQuinta Dr., Suite 230
Orlando, FL 32859

Jurisdiction -- Florida
Entity Type -- Domestic corporation
Florida Document/Registration No. 3-39218
FEI Number - 59-1229011

Second: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party:

Core Holdings, Inc.
1255 LaQuinta Dr., Suite 230
Orlando, Fl 32859

Jurisdiction -- Delaware
Entity Type -- Foreign corporation
FEI Number -- 58-1884365

Third: The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

Fourth: If applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

Fifth: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

Sixth: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

Seventh: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 604.4381(2), and/or 620.202(a), Florida Statutes.

Eighth: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

EFFECTIVE DATE


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TALLAHASSEE, FLORIDA

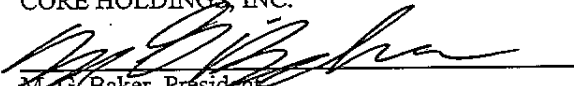
Ninth: The merger shall become effective as of January 1, 1999.

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

C & M CORE DISTRIBUTORS, INC.


M. G. Baker, President

CORE HOLDINGS, INC.


M. G. Baker, President

AGREEMENT
AND
PLAN OF MERGER
OF
C & M CORE DISTRIBUTORS, INC.
INTO
CORE HOLDINGS, INC.

I. Merging Corporation.

- A. The name of the merging (non-surviving) corporation is C & M Core Distributors, Inc., a Florida corporation ("C&M").

II. Surviving Corporation.

- A. The name of the surviving corporation is Core Holdings, Inc., a Delaware corporation ("CH"), having its principal place of business at 1255 LaQuinta Drive, Suite 230, Orlando, FL 32859.

III. Terms and Conditions.

- A. The acts and things required to be done by the Delaware Business Corporation Law and the Florida Business Corporation Act in order to make this Agreement and Plan of Merger effective, shall be attended to and done by the proper officers within such time and in such manner that the merger provided for herein will become effective as of January 1, 1999.
- B. Upon the merger becoming effective, the separate existence of C&M shall cease, except in so far as continued by statute, and all rights, privileges, powers and franchises of said corporation shall vest in CH, which shall survive and thereafter, as before, be named and known as CH and be governed by the laws of the State of Delaware and its Articles of Incorporation, as are presently in existence; all rights, privileges, powers and franchises of CH, shall remain intact.
- C. Upon the merger becoming effective, all the property of C&M, and all debts due on whatever account to it, shall be taken and be deemed to be transferred to and vested in CH, by operation of law by virtue of and as provided in Section 253 of the Delaware Business Corporation Law, without further act or deed.
- D. Upon the merger becoming effective, CH, shall become responsible for all the liabilities and obligations of C&M, in the same manner as if CH had itself incurred such liabilities and obligations; but the liabilities

of C&M, or of its directors or officers shall not be affected. Nor shall the rights of the creditors thereof, or of any person dealing with such corporation, be impaired by the merger, and any claim existing or action or proceeding pending by or against C&M, may be prosecuted to judgment as if such merger had not taken place, or CH may be proceeded against or substituted in its place, all as provided in the applicable provisions of the Delaware Business Corporation Law.

- E. The objects and purposes of CH, the duration of its existence, the location and Post Office address of its registered agent, the total authorized number of its par value shares, and the par value of each share, are as stated in its amendments and Articles of Incorporation as presently existing.

IV. Manner and Basis of Converting the Shares of the Non-Surviving Corporation.

- A. C&M, presently has issued and outstanding four hundred eighty (480) shares of Common Stock.
- B. The shares of C&M, (the non-surviving corporation) shall be surrendered to C&M, for cancellation in consideration of the transfer of the assets of C&M to CH, and its assumption of the liabilities and obligations of C&M.

V. No Amendments to Surviving Corporation's Articles of Incorporation.

- A. The merger shall effect no change in CH's Articles of Incorporation (as amended) or By-laws as are presently existing.

VI. Other Provisions.

- A. For accounting purposes, this merger shall be effective as of January 1, 1999.

B. Notwithstanding anything herein to the contrary, the Board of Directors of either of the constituent corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Delaware of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective constituent corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph B, the same shall become null and void and shall have no force.

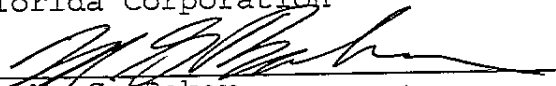
her effect. Such termination shall not give rise to any liability on the part of either of the constituent corporation or its Directors, officers or shareholders in respect of this Agreement and Plan.

- C. This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the constituent corporations.


DATED: December 7, 1998.

C & M CORE DISTRIBUTORS, INC.,
a Florida Corporation

By: 
M. G. Baker
President

[CORPORATE SEAL]

ATTEST:



D. R. Zakos, Secretary

CORE HOLDINGS, INC.,
a Delaware Corporation

By: 
M. G. Baker, President

[CORPORATE SEAL]

ATTEST:


Dean R. Zakos, Secretary