

P93000020683



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 255797 4326591

AUTHORIZATION :

*Patricia Pygott*

COST LIMIT : \$ 78.75

ORDER DATE : May 27, 1999

ORDER TIME : 11:32 AM

ORDER NO. : 255797-005

400002888484--5

CUSTOMER NO: 4326591

Amy Eckard, Legal Assistant  
Fowler White Gillen Boggs  
Suite 1700  
501 East Kennedy Boulevard  
Tampa, FL 33602

*Merger*

ARTICLES OF MERGER

CLARK INVESTMENT CO., INC.

INTO

HORSFALL ENTERPRISES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*MR*  
*5/27/99*

FILED

99 MAY 27 PM 3:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 MAY 27 PM 12:00  
CUSTOMER SERVICE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CLARK INVESTMENT CO., INC., a Florida corporation P93000020683  
,

INTO

**HORSFALL ENTERPRISES, INC.**, an Ohio corporation not qualified in Florida

File date: May 27, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER  
OF  
CLARK INVESTMENT CO., INC.  
AND  
HORSFALL ENTERPRISES, INC.

FILED  
99 MAY 27 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Clark Investment Co., Inc. with and into Horsfall Enterprises, Inc.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of Clark Investment Co., Inc. approved and adopted the Plan of Merger by written consent given by them on May 14, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Act.

3. The shareholders of Horsfall Enterprises, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on May 14, 1999 in accordance with the provisions of Section 1701.54 of the Ohio General Corporation Act.

4. The merger of Clark Investment Co., Inc. with and into Horsfall Enterprises, Inc. is permitted by the laws of the jurisdiction or organization of Horsfall Enterprises, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Horsfall Enterprises, Inc. was May 14, 1999.

5. The effective time and date of the merger herein provided for in the State of Florida shall be the date of filing of these Articles.

Executed on May 17, 1999

Clark Investment Co., Inc.

By: Richard T. Horsfall  
Name: Richard T. Horsfall  
Capacity: President

And: Ursula M. Horsfall  
Name: Ursula M. Horsfall  
Capacity: Secretary


Horsfall Enterprises, Inc.

By: Richard T. Horsfall  
Name: Richard T. Horsfall  
Capacity: President

And: Ursula M. Horsfall  
Name: Ursula M. Horsfall  
Capacity: Secretary


STATE OF OHIO                    )  
  ) SS:  
COUNTY OF CUYAHOGA)

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 1999, by Richard T. Horsfall, President of Clark Investment Co., Inc., a Florida corporation, on behalf of the corporation. He is personally know to me.

  
\_\_\_\_\_  
Notary Public  
STEPHEN L. BUESCHER, Attorney at Law  
Notary Public - State of Ohio  
My commission has no expiration date.  
Section 147.03 R. C.

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF CUYAHOGA )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 1999, by Richard T. Horsfall, President of Horsfall Enterprises, Inc., an Ohio corporation, on behalf of the corporation. He is personally known to me.

  
\_\_\_\_\_  
Notary Public  
STEPHEN L. BUESCHER, Attorney at Law  
Notary Public - State of Ohio  
My commission has no expiration date.  
Section 147.03 R. C.

THIS PLAN OF MERGER was adopted on May 14, 1999 by resolution of the Board of Directors and Sole Shareholder of Clark Investment Co., Inc., a business corporation organized under the laws of the State of Florida, and adopted on May 14, 1999 by resolution of the Board of Directors and Sole Shareholder of Horsfall Enterprises, Inc., a business corporation organized under the laws of the State of Ohio. The names of the corporations planning to merger are Clark Investment Co., Inc., a business corporation organized under the laws of the State of Florida, and Horsfall Enterprises, Inc., a business corporation organized under the laws of the State of Ohio. The name of the surviving corporation into which Clark Investment Co., Inc. plans to merger is Horsfall Enterprises, Inc.

1. Clark Investment Co., Inc. and Horsfall Enterprises, Inc., shall pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the State of Ohio be merged with and into a single corporation, to wit, Horsfall Enterprises, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Clark Investment Co. Inc., which is sometimes hereinafter referred to as the "non-surviving corporation" shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Ohio, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger. \_\_\_

7. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. The surviving corporation hereby agrees that it will promptly pay to any dissenting shareholders the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, this Plan of Merger has been executed this 17<sup>th</sup> day of May, 1999.

HORSFALL ENTERPRISES, INC.

CLARK INVESTMENT CO., INC.

By: Richard T. Horsfall  
Name: Richard T. Horsfall  
Capacity: President


By: Richard T. Horsfall  
Name: Richard T. Horsfall  
Capacity: President

And: Ursula M. Horsfall  
Name: Ursula M. Horsfall  
Capacity: Secretary

And: Ursula M. Horsfall  
Name: Ursula M. Horsfall  
Capacity: Secretary


STATE OF OHIO                    )  
  ) SS:  
COUNTY OF CUYAHOGA)

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 1999, by  
Richard T. Horsfall, President of Clark Investment Co., Inc., a Florida corporation, on behalf of  
the corporation. He is personally know to me.

  
\_\_\_\_\_  
Notary Public  
STEPHEN L. BUESCHER, Attorney At Law  
Notary Public - State of Ohio  
My commission has no expiration date.  
Section 147.03 R. C.

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF CUYAHOGA )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 1999, by  
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