

P93000026372

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Scribners, Inc.

100004131791--7
-05/02/01--01018--016
*****70.00 *****70.00

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
✓ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
01 MAY -2 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -2 AM 10:28
NOT RECORDED
TO AVOID
SUFFICIENCY OF FILING

G. COULLIETTE MAY 02 2001

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LIVING QUARTERS OF OVIEDO, INC., a Florida corporation, P98000062751

INTO

SCRIBNERS, INC., a Florida entity, P93000026372.

File date: May 2, 2001

Corporate Specialist: Cheryl Coulliette


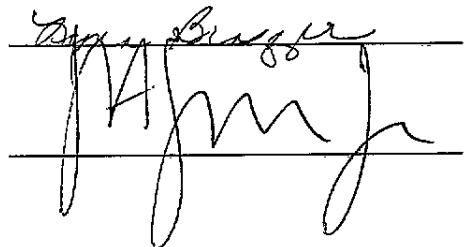
ARTICLES OF MERGER BETWEEN
SCRIBNERS, INC. AND LIVING QUARTERS OF OVIEDO, INC.

FILED
01 MAY -2 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

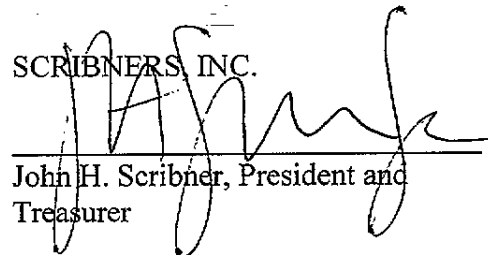
THE UNDERSIGNED, representing the Shareholders and Directors of Scribners, Inc. ("Scribners") and Living Quarters of Oviedo, Inc. ("Living Quarters") hereby adopt the following Articles of merger between Scribners, Inc. and Living Quarters of Oviedo, Inc. and state as follows:

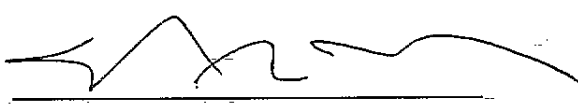
1. Living Quarters shall be merged into Scribners.
2. That all of the shares of Living Quarters shall be exchanged for an equal number of shares of stock in Scribners. No other cash or property shall be transferred or paid in exchange for the conversion of the shares of stock.
3. The tax base for the shares of stock in Scribners shall be the same as the shares held in Living Quarters prior to the merger.
4. That the effective date of the merger shall be the date of the filing of these Articles of Merger.
5. That the Plan of Merger was adopted by the Shareholders and Directors of both corporations on December 21, 2000.
6. The undersigned representing all of the Shareholders and Directors of Scribners and Living Quarters have executed these Articles of Merger incorporating the plan that became effective on January 1, 2001 this 30th day of April, 2001.


Witnesses:

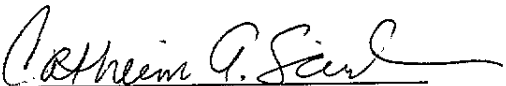



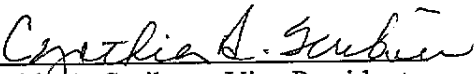
SCRIBNERS, INC.

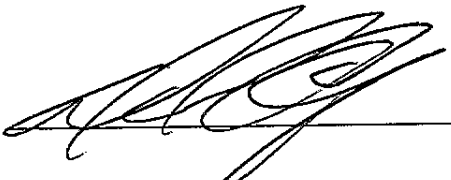

John H. Scribner, President and
Treasurer

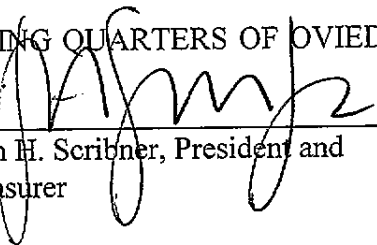

Samuel A. Scribner



John H. Scribner
Janet Black
Janene Black

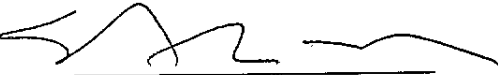

Catherine A. Scribner



Cynthia A. Scribner, Vice President



John H. Scribner

LIVING QUARTERS OF OVIEDO,
INC.

John H. Scribner, President and
Treasurer

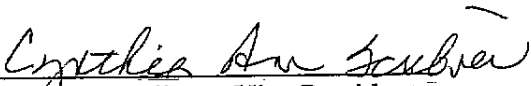

John H. Scribner


Samuel A. Scribner


John H. Scribner


Catherine A. Scribner

Janet Black
Janene Black


Cynthia A. Scribner, Vice President

PLAN OF MERGER

This Plan of Merger entered into this 21st day of December 2000 by and between Scribners, Inc. ("Scribners") and Living Quarters of Oviedo, Inc. ("Living Quarters").

WITNESSETH

WHEREAS Scribners is a Florida corporation doing business at 5004 E. Colonial Drive, Orlando, Florida 32803, Federal ID number 59-3175539 and its sole stockholders, directors and officers are John H. Scribner, Jr., Samuel A. Scribner, Catherine A. Scribner, Cynthia A. Scribner and John Scribner.

WHEREAS Living Quarters of Oviedo, Inc. is a Florida corporation doing business at 100 Humphries Avenue, Orlando, Florida 32803, Federal ID number 59-3523865, whose sole shareholders, officers and directors are John H. Scribner, Jr., Samuel A. Scribner, Catherine A. Scribner, Cynthia A. Scribner and John Scribner.

WHEREAS both Scribners and Living Quarters through their officers, shareholders and directors, believe it is in their respective best interests to merge the two Florida corporations, and

WHEREAS it is the intent of both parties that the merger between the Florida corporations be accomplished as a tax free transaction; and

WHEREAS both parties wish to have their agreement in writing;

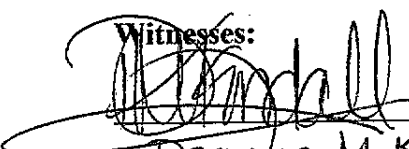
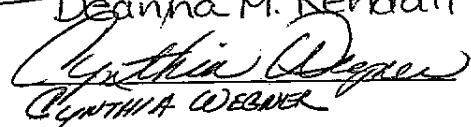
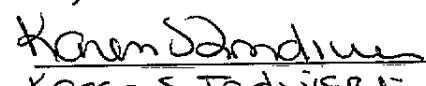
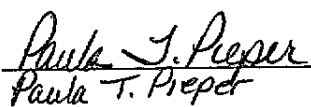
Now therefore in consideration of the mutual promises and covenants contained herein and for the sum of \$10.00 and other good and valuable consideration the receipt of which is hereby acknowledged, the parties agree as follows:

1. Recitals. The above referenced recitals are true and correct.
2. The Living Quarters shall be merged into the Scribners Corporation.
3. That all of the shares of common stock of Living Quarters shall be exchanged for an equal number of shares of stock in Scribners. No other cash or property shall be transferred or paid in exchange for the conversion of the shares of stock.
4. The tax basis of the shares of stock in Scribners shall be the same as the shares held in Living Quarters prior to the merger.
5. The effective date of the merger shall be January 1, 2001.

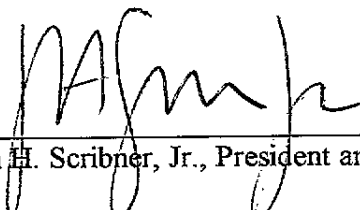
6. That the name of the surviving Florida corporation shall be Scribners, Inc. doing business at 5004 E. Colonial Drive, Orlando, Florida 32803 after the merger of Living Quarters into Scribners, Inc.
7. That by signature hereto, all parties waive the requirements of the Shareholder's Agreement of Scribners and Living Quarters dated August 28, 1998.

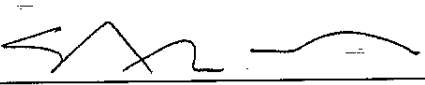
IN WITNESS WHEREOF the parties have hereunto set their hand and seal the day and year first above written.

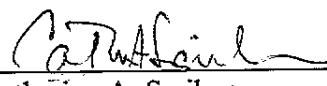
Witnesses:


Deanna M. Kendall

CYNTHIA A. WAGNER

Karen S. Indiveri

Paula T. Pieper

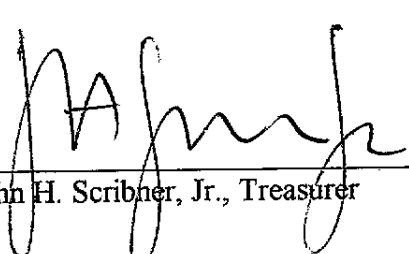
SCRIBNERS, INC.


John H. Scribner, Jr., President and Director


Samuel A. Scribner


Catherine A. Scribner


Cynthia A. Scribner, Vice-President


John H. Scribner, Jr., Treasurer

Deanna M. Kendall
Cynthia A. Scribner
CYNTHIA A. Scribner
Karen S. Indiveru
Karen S. Indiveru
Paula T. Pieper
Paula T. Pieper

LIVING QUARTERS OF OVIEDO, INC.

by: John Scribner
John Scribner, President and Director

Samuel A. Scribner
Samuel A. Scribner, Director

Paula T. Pieper
Paula T. Pieper

Catherine A. Scribner
Catherine A. Scribner

CYNTHIA A. Scribner
Deanna M. Kendall

Cynthia A. Scribner
Cynthia A. Scribner

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by John Scribner who is (a) personally known to me or (b) who has produced
FL DRIVERS LICENSE as identification and who did/did not take an oath.



NONA B. RUMPF
COMMISSION # CC 703565
EXPIRES JAN 27, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

Signature: Nona B Rumpf
Print: NONA B Rumpf
State of Florida at Large
MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by Samuel A. Scribner who is (a) ☒ personally known to me or (b) ☐ who has produced
_____ as identification and who did/did not take an oath.

NOTARY PUBLIC

Signature: *Sheila R. White*

Print: Sheila R. White

State of Florida at Large

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF ORANGE



Sheila R White

My Commission CC849842

Expires June 27, 2003

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by Catherine A. Scribner who is (a) ☒ personally known to me or (b) ☐ who has produced
_____ as identification and who did/did not take an oath.

NOTARY PUBLIC

Signature: *Sheila R. White*

Print: Sheila R. White

State of Florida at Large

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF ORANGE



Sheila R White

My Commission CC849842

Expires June 27, 2003

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by Cynthia A. Scribner who is (a) ☒ personally known to me or (b) ☐ who has produced
_____ as identification and who did/did not take an oath.



NOTARY PUBLIC

Signature: *Karen S. Indiveri*

Print: Karen S. Indiveri

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by John H. Scribner, Jr. who is (a)___ personally known to me or (b) ☒ who has produced
FL DRIVERS License as identification and who did/did not take an oath.

NOTARY PUBLIC

Signature: Nona B Rumpf

Print: Nona B Rumpf

State of Florida at Large

MY COMMISSION EXPIRES:



NONA B. RUMPF
COMMISSION # CC 703565
EXPIRES JAN 27, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

P93000026372

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Scribners, Inc.

100004131791--7

-05/02/01--01018--016

*****70.00 *****70.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ☒ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

G. COULLIETTE MAY 02 2001

Signature

Requested by:

SK 5/2/01 9:38
Name Date Time

Walk-In Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

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INTO

SCRIBNERS, INC., a Florida entity, P93000026372.

File date: May 2, 2001

Corporate Specialist: Cheryl Coulliette

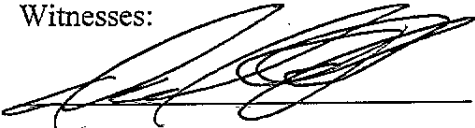
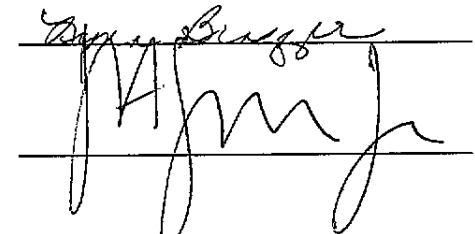
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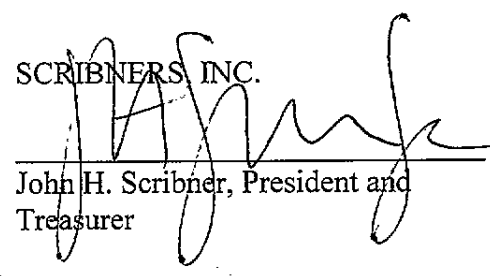
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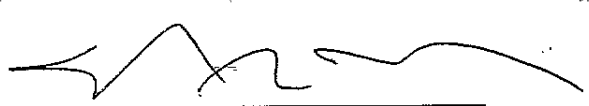
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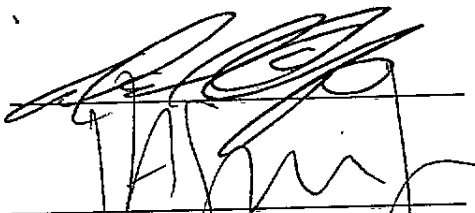
Witnesses:





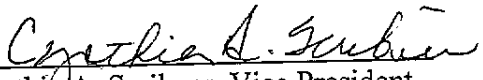
SCRIBNERS, INC.

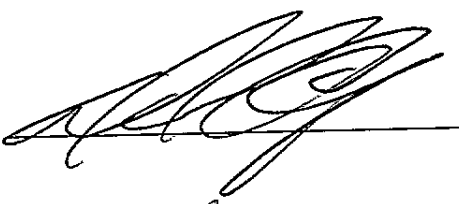
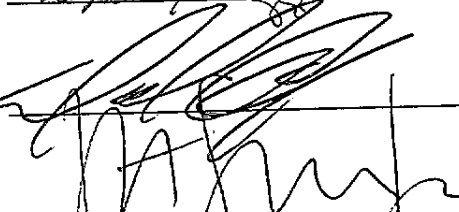


John H. Scribner, President and
Treasurer

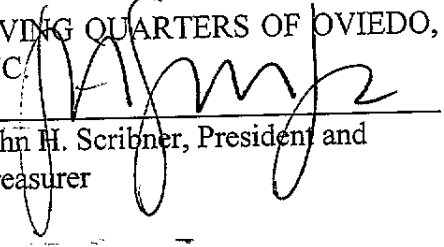

Samuel A. Scribner



John H. Scribner
Janet Black
Janene Black



Catherine A. Scribner

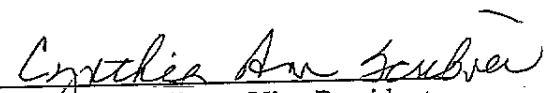

Cynthia A. Scribner, Vice President


John H. Scribner

John H. Scribner

John H. Scribner
Janet Black
Janene Black

LIVING QUARTERS OF OVIEDO,
INC.

John H. Scribner, President and
Treasurer


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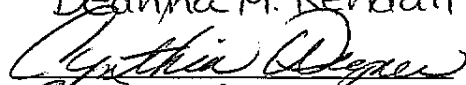
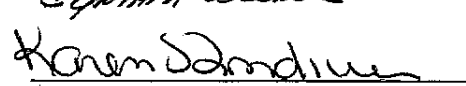
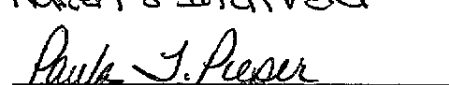
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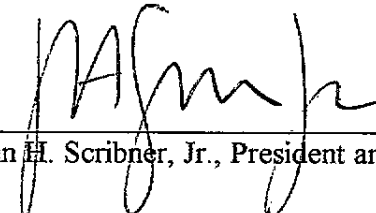
6. That the name of the surviving Florida corporation shall be Scribners, Inc. doing business at 5004 E. Colonial Drive, Orlando, Florida 32803 after the merger of Living Quarters into Scribners, Inc.
7. That by signature hereto, all parties waive the requirements of the Shareholder's Agreement of Scribners and Living Quarters dated August 28, 1998.


IN WITNESS WHEREOF the parties have hereunto set their hand and seal the day and year first above written.


Witnesses:

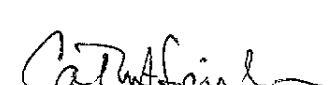

Deanna M. Kendall

CYNTHIA A. SCRIBNER

Karen S. Indiveri

Paula T. Pieper

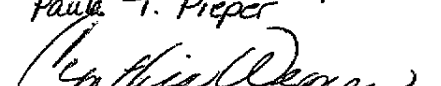
SCRIBNERS, INC.

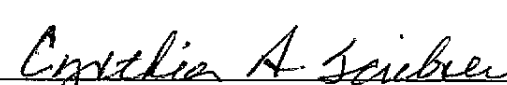

John H. Scribner, Jr., President and Director

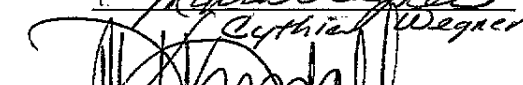

Samuel A. Scribner

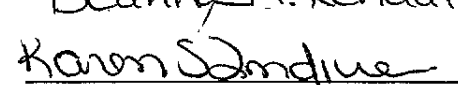

Paula T. Pieper

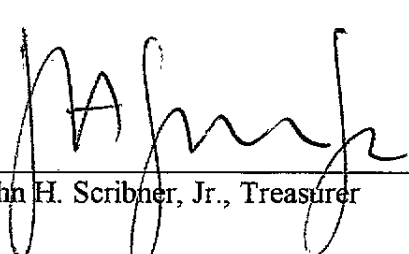

Catherine A. Scribner

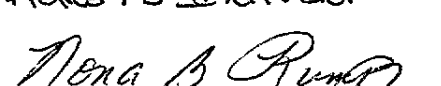

CYNTHIA A. SCRIBNER


Cynthia A. Scribner, Vice-President


Deanna M. Kendall


Karen S. Indiveri


John H. Scribner, Jr., Treasurer


NONA B. RUMPF

[Signature]
Deanna M. Kendall
[Signature]
Cynthia A. Scribner
[Signature]
Karen Sandlin
Karen S. Indivert
[Signature]
Paula T. Pieper
[Signature]
Paula T. Pieper

LIVING QUARTERS OF OVIEDO, INC.

by: *[Signature]*
John Scribner, President and Director

[Signature]
Samuel A. Scribner, Director

[Signature]
Paula T. Pieper
[Signature]
Cynthia A. Scribner

[Signature]
Catherine A. Scribner

[Signature]
Deanna M. Kendall
[Signature]
Cynthia A. Scribner

[Signature]
Cynthia A. Scribner

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by John Scribner who is (a) personally known to me or (b) ✓ who has produced
FL DRIVERS LICENSE identification and who did/did not take an oath.



NONA B. RUMPF
COMMISSION # CC 703565
EXPIRES JAN 27, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

Signature: *[Signature]*
Print: NONA B Rumpf
State of Florida at Large
MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by Samuel A. Scribner who is (a) ☒ personally known to me or (b) ☐ who has produced
_____ as identification and who did/did not take an oath.

NOTARY PUBLIC

Signature: *Sheila R. White*

Print: Sheila R. White

State of Florida at Large

MY COMMISSION EXPIRES: _____

STATE OF FLORIDA
COUNTY OF ORANGE



Sheila R White

My Commission CC849842

Expires June 27, 2003

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by Catherine A. Scribner who is (a) ☒ personally known to me or (b) ☐ who has produced
_____ as identification and who did/did not take an oath.

NOTARY PUBLIC

Signature: *Sheila R. White*

Print: Sheila R. White

State of Florida at Large

MY COMMISSION EXPIRES: _____

STATE OF FLORIDA
COUNTY OF ORANGE



Sheila R White

My Commission CC849842

Expires June 27, 2003

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by Cynthia A. Scribner who is (a) ☒ personally known to me or (b) ☐ who has produced
_____ as identification and who did/did not take an oath.



NOTARY PUBLIC

Signature: *Karen S. Indiveri*

Print: Karen S Indiveri

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of December, 2000,
by John H. Scribner, Jr. who is (a)___ personally known to me or (b) ☒ who has produced
FL DRIVERS LICENSEs identification and who did/did not take an oath.

NOTARY PUBLIC

Signature: Nona B Rumpf

Print: Nona B Rumpf

State of Florida at Large

MY COMMISSION EXPIRES:



NONA B. RUMPF
COMMISSION # CC.703565
EXPIRES JAN 27, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.