

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171

993000028200



ACCOUNT NO. : 072100000032

REFERENCE : 197486 167868A

AUTHORIZATION :

COST LIMIT : \$ 245.00

ORDER DATE : December 20, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 197486-020

CUSTOMER NO: 167868A

EFFECTIVE DATE

12/31/96

600002035996--8

CUSTOMER: Valerie Daniel, Legal Asst  
First Union Corporation  
One First Union Center  
Legal Dept. - 31st Floor  
Charlotte, NC 28288

ARTICLES OF MERGER

BOCA/FIDOREO LS, INC.

INTO

VERO/FIDOREO LS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

N. HENDRICKS DEC 26 1996



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

December 23, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: VERO/FIDOREO LS, INC.  
Ref. Number: P93000028200

We have received your document for VERO/FIDOREO LS, INC. and the authorization to debit your account in the amount of \$245.00. However, the document has not been filed and is being returned for the following:

In the heading of the Articles of Merger, the second corporation listed should not have "LS" in the name. Please see the attached print out.

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 (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 996A00057006

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BOCA/FIDOREO LS, INC., P93000028196

ORANGE NORTH/FIDOREO, INC., V16518

FICOR-DUVAL, INC., P94000047377

FICOR FL, INC., K88441

SALERNO/UNIONOREO, INC., P94000045036

ALL FLORIDA CORPORATIONS

INTO

VERO/FIDOREO LS, INC., a Florida corporation, P93000028200.

File date: December 23, 1996 , effective December 31, 1996

Corporate Specialist: Nancy Hendricks

**ARTICLES OF MERGER**

Merger of

**BOCA/FIDOREO LS, INC.,**

**ORANGE NORTH/FIDOREO , INC.,**

**DELRAY/FIDOREO LS, INC.,**

**Ficor Duval, Inc.,**

**Ficor FL, Inc., and**

**SALERNO/UNIONOREO, INC.**

(Each a Florida corporation and  
referred to hereafter as the "Merging Corporations")

into

**VERO/FIDOREO LS, INC.**

(A Florida corporation and  
referred to hereafter as the "Surviving Corporation")

**FILED**  
96 DEC 23 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/96

These Articles of Merger are delivered to the Secretary of State of Florida for filing pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act (the "FBCA").

**Section 1. Plan of Merger.**

Attached hereto as Exhibit A is the Plan of Merger (the "Plan") providing for the merger of the Merging Corporations with and into the Surviving Corporation (the "Merger").

**Section 2. Approval of Plan.**

- (a) The shareholders of the Merging Corporations approved the Plan as of December 15, 1996. The shareholders of the Surviving Corporation were not required to approve the Plan pursuant to Section 607.1103(7) of the FBCA.
- (b) The boards of directors of each of the Merging Corporations and the Surviving Corporation approved the Plan as of December 15, 1996.

**Section 3. Effective Time.**

The Effective Time of the Merger shall be at 11:59 P.M. on December 31, 1996.

Effective as of the 15th day of December, 1996.

[SEAL]

Surviving Corporation:

**VERO/FIDOREO LS, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel

Name: Valerie D. Daniel

Its: Assistant Secretary

## **PLAN OF MERGER**

### **Merging**

**BOCA/FIDOREO LS, INC.,**  
(A Florida corporation)  
**ESCONDIDO-HOVILT/FIDOREO, INC.,**  
(A California corporation)  
**FOREST MOUNTAIN/FIDOREO LS, INC.,**  
(A Vermont corporation)  
**ORANGE NORTH/FIDOREO, INC.,**  
(A Florida corporation)  
**VINEYARD/FIDOREO, INC.,**  
(A Massachusetts corporation)  
**EASTHAM/UNIONOREO, INC.,**  
(A Massachusetts corporation)  
**DELRAY/FIDOREO LS, INC.,**  
(A Florida corporation)  
**Ficor Duval, Inc.,**  
(A Florida corporation)  
**GREENBRIAR/FIDOREO, INC.,**  
(A Tennessee corporation)  
**Ficor FL, Inc., and**  
(A Florida corporation)  
**SALERNO/UNIONOREO, INC.**  
(A Florida corporation)  
(collectively referred to hereafter as the "Merging Corporations")

into

**VERO/FIDOREO LS, INC.**  
(A Florida corporation and  
referred to hereafter as the "Surviving Corporation")

This Plan of Merger (hereafter "Plan") is entered into by and between the Merging Corporations and the Surviving Corporation pursuant to Section 1101 of the California General Corporation Law, Section 607.1101 of the Florida 1989 Business Corporation Act, Section 78 of Chapter 156B of the Massachusetts Business Corporation Law, Section 48-21-101 of the Tennessee Business Corporation Act, and Section 11.01 of the Vermont Stock Corporation Act.

### **Section 1. The Merger.**

At 11:59 P.M. on December 31, 1996 (the "Effective Time"), the Merging Corporations shall merge with and into the Surviving Corporation (the "Merger"). At the Effective Time, the separate corporate existence of the Merging Corporations shall cease and the existence of the Surviving Corporation shall continue.

### **Section 2. Name of Surviving Corporation; Articles of Incorporation; Bylaws; Directors and Officers.**

The name of the Surviving Corporation shall remain "VERO/FIDOREO LS, INC." The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the Merger. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation immediately prior to the Merger shall be the Directors and Officers of the Surviving Corporation after the Merger.

### **Section 3. Conversion and Exchange of Shares.**

At the Effective Time:

- (a) All of the outstanding shares of the capital stock of each of the Merging Corporations shall be canceled, and
- (b) All of the outstanding shares of the capital stock of the Surviving Corporation immediately prior to the Merger shall remain outstanding and shall not be converted, exchanged or in any manner altered by the Merger.

### **Section 4. Effect of Merger.**

All of the assets of the Merging Corporations at the Effective Time shall pass to, vest in and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporations shall become liabilities of the Surviving Corporation in accordance with applicable law.

### **Section 5. Waiver, Amendment, Termination.**

This Plan may be amended at any time prior to the Effective Time by the parties executing a written amendment hereto and may be terminated or abandoned at any time prior to the Effective Time by the parties executing a written termination or abandonment.



**Section 6. Further Assurances.**

- (a) In the event that the Merger shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of each of the Merging Corporations and the Surviving Corporation, each of the Merging Corporations and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of such states of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
- (b) The Boards and Directors and the proper officers of each of the Merging Corporations 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 or of the Merger herein provided for.

In witness whereof, this Plan has been executed by each of the Merging Corporation and the Surviving Corporation.

[SEAL]

Merging Corporations:  
**BOCA/FIDOREO LS, INC.**

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

**ESCONDIDO-HOVILT/FIDOREO, INC.**

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary



[SEAL]

FOREST MOUNTAIN/FIDOREO LS, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

ORANGE NORTH/FIDOREO, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

VINEYARD/FIDOREO, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

EASTHAM/UNIONOREO, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

DELRAY/FIDOREO, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

Flicor Duval, Inc.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

GREENBRIAR/FIDOREO, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

Ficor FL, Inc.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

SALERNO/UNIONOREO, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary

[SEAL]

Surviving Corporation:  
VERO/FIDOREO LS, INC.

By: Robert L. Andersen  
Robert L. Andersen

Its: Senior Vice President

Attest: Valerie D. Daniel  
Valerie D. Daniel

Its: Assistant Secretary