

P93000049613

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January 29, 1999

FEDERAL EXPRESS

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: T&B International, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Merger, with a Plan of Merger attached thereto, for T&B International, Inc. and T&B of America, Inc. Please have these documents filed immediately upon receipt, returning a time-stamped copy of each to our office in the enclosed envelope.

Also enclosed is a check in the amount of \$70.00 to cover the filing fee and costs.

Should you have any questions, please feel free to contact our office.

Very truly yours,

*Maria L. Hinkel*

Maria L. Hinkel  
Paralegal

Enclosures

cc: Christina E. Hassan, Esq.

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FILED  
99 FEB -1 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

VS FEB 8 1999

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**T&B OF AMERICA, INC., a Florida corporation, V67770**

**INTO**

**T&B INTERNATIONAL, INC., a Florida corporation, P93000049613.**

**File date: February 1, 1999**

**Corporate Specialist: Velma Shepard**

**ARTICLES OF MERGER**  
**OF**  
**T&B INTERNATIONAL, INC.**  
**AND**  
**T&B OF AMERICA, INC.**

FILED  
99 FEB -1 AM 9: 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging T&B of America, Inc. ("T&B America") with and into T&B International, Inc. ("T&B International") as approved and adopted by written consent of the shareholders of T&B America entitled to vote thereon given on January 25, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of T&B International entitled to vote thereon given on January 25, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. In respect of T&B America, the directors of T&B America approved the merger by written consent dated January 25, 1999, in accordance with the provisions of Section 607.0821 of the Florida Business Corporation Act.


3. In respect of T&B International, the directors of T&B International approved the merger by written consent dated January 25, 1999, in accordance with the provisions of Section 607.0821 of the Florida Business Corporation Act.

4. T&B International will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

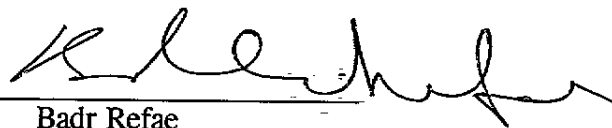
5. The effective date of the merger herein shall be the later of February 1, 1999,  
or the date of filing of these articles.

Dated: January 25, 1999

T&B OF AMERICA, INC. —

By:   
Badr Refae  
President

T&B INTERNATIONAL, INC.

By:   
Badr Refae  
President

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PLAN OF MERGER adopted for T&B of America, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 25, 1999, and adopted for T&B International, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 25, 1999. The names of the Corporations planning to merge are T&B of America, Inc., a business corporation organized under the laws of the State of Florida, and T&B International, Inc., a business corporation organized under the laws of the State of Florida. The name of the Surviving Corporation into which T&B of America, Inc. plans to merge is T&B International, Inc.

1. T&B of America, Inc. and T&B International, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, T&B International, Inc., which shall be the Surviving Corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of T&B of America, 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 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 Florida Business Corporation Act.
3. The present bylaws of the Surviving Corporation 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 Florida Business Corporation Act.
4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
5. All of the issued shares of the Non-Surviving Corporation immediately before the effective time and date of the merger shall be retired, and no shares of common stock or other securities of the Non-Surviving Corporation shall be issued.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

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7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and the Board of Directors and the proper officers 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.