

P93000055492

ARTICLES OF MERGER
Merger Sheet

MERGING:

TDI ENTERPRISES, INC., a Florida corporation (Document #P93000055492)

INTO

TDI ENTERPRISES, INC., a Delaware corporation not qualified in Florida.

File date: October 6, 1997, effective December 31, 1997

Corporate Specialist: Louise Flemming-Jackson

REED SMITH SHAW & MCCLAY LLP

Writer's Direct Numbers:
Phone 215-851-8157
Fax 215-851-1420
wmfortso@rsm.com

2500 One Liberty Place
1650 Market Street
Philadelphia, Pennsylvania 19103-7301
Phone: 215-851-8100
Fax: 215-851-1420

October 1, 1997

Certified Mail - Return Receipt Requested

Department of State of Florida
Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

100002313041--1
-10/06/97--01147--001
*****70.00 *****70.00

TDI Enterprises, Inc.

Dear Sir/Madam:

I have enclosed an executed set of Articles of Merger together with an Agreement of Merger and Plan of Reorganization for TDI Enterprises, Inc. to be filed with the Florida Department of State. Payment of the filing fee in the amount of \$70.00 is also enclosed.

Please return evidence of filing to my attention at the above address.

Should you have any questions or require additional information, please contact me at (215) 851-8157.

Very truly yours,

W. Michael Fortson
W. Michael Fortson
Paralegal

Encls.

cc: Frank M. Macerato, Esq. (w/encls.)

EFFECTIVE DATE

12-31-97

FILED
97 OCT -6 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
WFS

EFFECTIVE DATE

12-31-97

ARTICLES OF MERGER

OF

TDI ENTERPRISES, INC.
(a Florida Corporation)

AND

TDI ENTERPRISES, INC.
(a Delaware Corporation)

FILED

97 OCT -6 AM 10:49

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 TDI Enterprises, Inc., a Florida Corporation, ("TDI Florida") with and into TDI Enterprises, Inc., a Delaware Corporation, ("TDI Delaware").

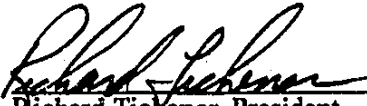
2. The shareholders of TDI Florida entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 19, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of TDI Florida with and into TDI Delaware is permitted by the laws of the jurisdiction of organization of TDI Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of TDI Delaware was September 19, 1997.

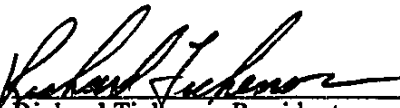
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 1997.

Executed on 9-19, 1997

TDI ENTERPRISES, INC., a
Florida Corporation

By: 
Richard Tichenor, President

TDI ENTERPRISES, INC., a
Delaware Corporation

By: 
Richard Tichenor, President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated September 19, 1997, by and between TDI ENTERPRISES, INC., a Florida Corporation, (hereinafter called "TDI Florida") and TDI ENTERPRISES, INC., a Delaware Corporation (hereinafter called "TDI Delaware").

WHEREAS:

1. The Boards of Directors of TDI Florida and TDI Delaware have resolved that TDI Florida be merged pursuant to the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Florida into a single corporation existing under the laws of the State of Delaware. TDI Delaware, which shall be the surviving corporation (TDI Delaware in its capacity as such surviving corporation being sometimes referred to as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of TDI Florida consists of 500 shares of Common Stock with no par value (hereinafter called "TDI Florida Common Stock"), of which 40 shares are issued and outstanding;

3. The authorized capital stock of the TDI Delaware consists of 500 shares of Common Stock with no par value

(hereinafter called "TDI Delaware Common Stock"), 40 shares of which shall be issued and outstanding.

4. The respective Boards of Directors of TDI Florida and TDI Delaware have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Florida that TDI Florida shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Delaware, TDI Delaware, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the means of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 TDI Florida Stockholders' Meeting. The stockholders of TDI Florida shall, by unanimous written consent, in accordance with the provisions of Section 607.0704 of the Business Corporation Act of the State of Florida, adopt and approve this Agreement.

1.2 Action by Stockholders of TDI Delaware

On or before September 19, 1997, the stockholders of TDI Delaware shall adopt this Agreement in accordance with the General Corporation Law of the State of Delaware.

1.3 Filing of Certificate of Merger; Effective Date.

If (a) this Agreement is adopted by the stockholders of TDI Florida in accordance with the Business Corporation Act of the State of Florida, (b) this Agreement has been adopted by the stockholders of TDI Delaware, in accordance with the General Corporation Law of the State of Delaware, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Delaware and Articles of Merger shall be filed in accordance with the Business Corporation Act of the State of Florida. The Merger shall become effective at 11:59 P.M. on December 31, 1997, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of TDI Florida shall cease, and TDI Florida shall be merged into TDI Delaware which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of TDI Florida; and all and singular, the rights, privileges, powers,

and franchises of TDI Florida and all property, real, personal, and mixed, and all debts due to TDI Florida on whatever account, as well for stock subscriptions and all other things in action or belonging to TDI Florida shall be vested in the Surviving Corporation; and all property rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of TDI Florida and the title to any real estate vested by deed or otherwise, under the laws of Delaware or Florida or any other jurisdiction, in TDI Florida, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of TDI Florida shall be preserved unimpaired, and all debts, liabilities, and duties of TDI Florida shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of TDI Florida or the corresponding officers of the Surviving Corporation, may, in the name of TDI Florida, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all TDI Florida' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be TDI Enterprises, Inc.

2.2 Certificate of Incorporation. The Certificate of Incorporation of TDI Delaware as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of TDI Delaware, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided by law.

3. Status and Conversion of Securities

The means of converting the shares of the capital stock of TDI Florida and the nature and amount of securities of TDI Delaware which the holders of shares of TDI Florida Common Stock are to receive in exchange for such shares are as follows:

3.1 TDI Florida Common Stock. Each share of TDI Florida Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of

TDI Delaware Common Stock, and outstanding certificates representing shares of TDI Florida Common Stock shall thereafter represent shares of TDI Delaware Common Stock. Such certificates shall be exchanged for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 TDI Common Stock Held by TDI Florida. All issued and outstanding shares of TDI Common Stock held by TDI Florida immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of TDI Florida, if the Board of Directors of TDI Florida or of the Surviving Corporation duly adopt resolution abandoning this Agreement of Merger.


4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by TDI
Florida and TDI all on the date first above written.

ATTEST: [Corporate Seal]

TDI ENTERPRISES, INC.
(a Florida Corporation)



Barbara Tichenor, Secretary


Richard Tichenor, President

ATTEST: [Corporate Seal]

TDI ENTERPRISES, INC.
(a Delaware Corporation)


Barbara Tichenor, Secretary


Richard Tichenor, President