

HARRY S. COLBURN, JR.<sup>1,2,4</sup>  
JOSEPH C. KEMPE<sup>1,2,3</sup>

<sup>1</sup>LL.M. IN TAX LAW  
<sup>2</sup>BOARD CERTIFIED IN TAX LAW  
<sup>3</sup>BOARD CERTIFIED IN WILLS  
TRUSTS, AND ESTATES  
<sup>4</sup>ALSO ADMITTED IN NY

LEGAL ASSISTANTS & ACCOUNTANTS

ROMITA ASRANI, CGA  
DONNA A. BAUMMIER  
GAIL C. CAMPBELL  
GINA M. CORNMANN  
MELANIE R. DAY  
GINGER S. ETHERIDGE  
NOREITA D. KEMPE  
PATRICIA E. LIBBY  
DARLENE L. MICHNA  
ROCCO D. PACIELLO  
ALICE B. SALLMAN, CPA  
JANETTE A. SIMES  
MARCIA D. SMITH

ADMINISTRATION

ROSALIE B. GILLESPIE  
MONICA P. HAMMETT  
TAMI G. KEMPE

JOSEPH C. KEMPE

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

941 NORTH HIGHWAY A1A

JUPITER, FLORIDA 33477

TELEPHONE (561) 747-7300

FAX (561) 747-7722

P93000063502

December 23, 1999

Respond to Jupiter Office

ROYAL PALM FINANCIAL CENTER II  
SUITE 200

789 SOUTH FEDERAL HIGHWAY  
STUART, FLORIDA 34994  
TELEPHONE (561) 223-0700  
FAX (561) 223-0707

AZALEA LANE  
SUITE B

664 AZALEA LANE  
VERO BEACH, FLORIDA 32963  
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NATIONAL WATS LINE  
1-800-747-3113

E-MAIL ADDRESS  
JCKEMPE@MSN.COM

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000003081230--9  
-12/28/99--01007--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: CSM International, Inc.  
Articles of Merger  
Our File No. 331.600

Dear Sir/Madam:

Enclosed for filing are an original and one copy of Articles of Merger for the above corporation together with a check in the amount of \$70.00 for the filing fee.

Please acknowledge receipt of the Articles of Merger on the copy and return it to this firm in the envelope provided. Thank you for your assistance.

EFFECTIVE DATE

12-31-99

Merger  
1-11-00  
BHS

Very truly yours,

JOSEPH C. KEMPE  
PROFESSIONAL ASSOCIATION  
Attorneys and Counselors at Law

By:

*Harry S. Colburn, Jr.*  
Harry S. Colburn, Jr.

Associate Attorney

For the Firm

Enclosures

cc: Mr. Christopher S. Mayer  
(with enclosures)

FILED  
99 DEC 29 PM 4:53  
TALLAHASSEE, FLORIDA

**FILED**  
99 DEC 29 PM 4:53  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**CSM INTERNATIONAL, INC.,** a Florida corporation, P93000063502

**INTO**

**CSM INTERNATIONAL, INC.,** a North Carolina corporation not qualified in  
Florida.

File date: December 28, 1999, effective December 31, 1999

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER**

FILED  
99 DEC 29 PM 4:53  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

CSM INTERNATIONAL, INC., a Florida corporation, and CSM INTERNATIONAL, INC., a North Carolina corporation, hereby join in these Articles of Merger:

A. The corporations which are the parties to the merger are CSM INTERNATIONAL, Inc., a Florida corporation (the "Absorbed Corporation"), and CSM INTERNATIONAL, Inc., a North Carolina corporation (the "Surviving Corporation"). The Absorbed Corporation shall be merged into the Surviving Corporation, which shall be the surviving corporation.

B. The terms and conditions of the plan of merger are that the Surviving Corporation shall receive all of the assets and rights and assume certain liabilities, debts and charges of the Absorbed Corporation, pursuant to the Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated herein as if fully set forth.

C. The Agreement and Plan of Merger was adopted by the Board of Directors of each corporation on December 20<sup>th</sup>, 1999 by unanimous consent and in accordance with the laws of the respective state of incorporation of each corporation. The shareholders of each corporation approved the Agreement and Plan of Merger on December 20<sup>th</sup>, 1999 by unanimous consent and in accordance with the law of the respective state of incorporation of each corporation.

D. The merger is permitted by the law of the state of incorporation of each party to the merger.

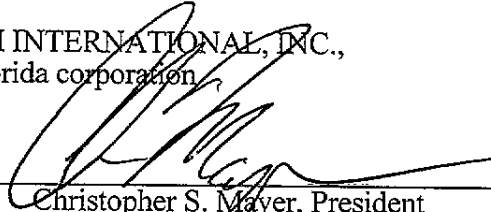
E. Each party to the merger has complied or shall comply with the applicable laws of its state of incorporation.

F. These Articles of Merger and the merger shall be effective as of the close of business on December 31, 1999.

**EFFECTIVE DATE**  
12-31-99

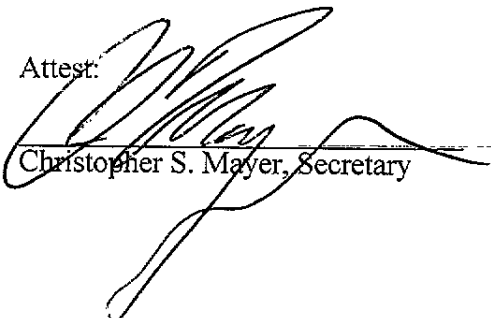
IN WITNESS WHEREOF, the said corporations have caused these Articles of Merger to be executed by their respective officers this 20 day of December, 1999.

CSM INTERNATIONAL, INC.,  
a Florida corporation

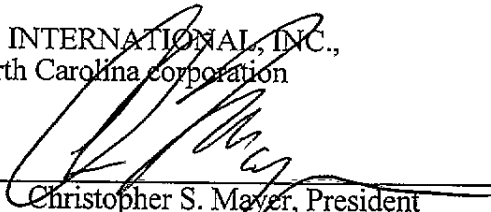
By:   
Christopher S. Mayer, President

(CORPORATE SEAL)

Attest:

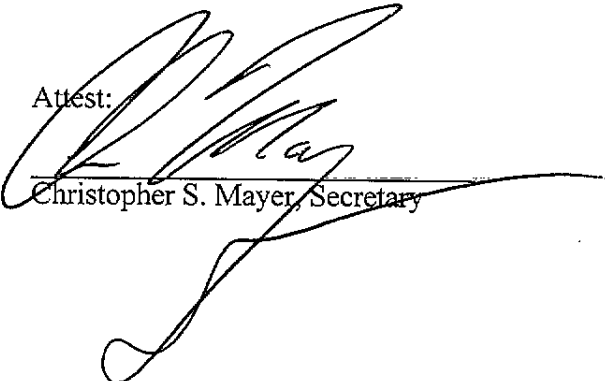
  
Christopher S. Mayer, Secretary

CSM INTERNATIONAL, INC.,  
a North Carolina corporation

By:   
Christopher S. Mayer, President

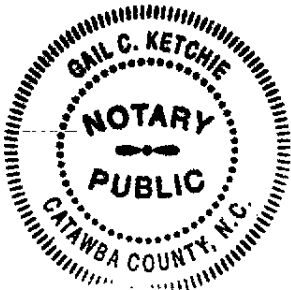
(CORPORATE SEAL)

Attest:

  
Christopher S. Mayer, Secretary

STATE OF NORTH CAROLINA )  
COUNTY OF Catawba )SS.

The foregoing was acknowledged before me this 20<sup>th</sup> day of December, 1999 by Christopher S. Mayer as President and as Secretary of CSM INTERNATIONAL, INC., a Florida corporation, on behalf of the corporation. He is ( ) personally known to me or ( ☒ ) produced Passport as identification.



Gail C. Ketchie  
Notary Public

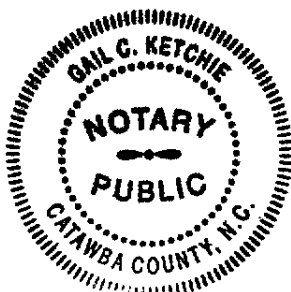
Gail C. Ketchie  
Name of Notary Public Printed

My Commission Number: \_\_\_\_\_

My Commission Expires: 4/6/2003

STATE OF NORTH CAROLINA )  
COUNTY OF Catawba )SS.

The foregoing was acknowledged before me this 20<sup>th</sup> day of December, 1999 by Christopher S. Mayer as President and as Secretary of CSM INTERNATIONAL, INC., a North Carolina corporation, on behalf of the corporation. He is ( ) personally known to me or ( ☒ ) produced Passport as identification.



Gail C. Ketchie  
Notary Public

Gail C. Ketchie  
Name of Notary Public Printed

My Commission Number: \_\_\_\_\_

My Commission Expires: 4/6/2003

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER** dated this 20<sup>th</sup> day of December, 1999, by and between CSM INTERNATIONAL, INC., a North Carolina corporation (the "Surviving Corporation") and CSM INTERNATIONAL, INC., a Florida corporation (the "Absorbed Corporation"), the two corporations being herein sometimes collectively called the "Constituent Corporations",

### **WITNESSETH:**

**WHEREAS**, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of North Carolina, having been incorporated on December 25<sup>th</sup>, 1999, by the filing on said date of the documents then required by applicable statutes with the Department of State, State of North Carolina; and

**WHEREAS**, the Absorbed Corporation is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 2, 1996, by Articles of Incorporation filed with the Secretary of State, State of Florida; and

**WHEREAS**, the Surviving Corporation has an authorized capitalization consisting of Ten Thousand (10,000) shares of common stock of One Dollar (\$1.00) par value per share ("Surviving Corporation common stock"). One Hundred (100) shares of Surviving Corporation common stock are now issued and outstanding and owned as follows:

Christopher S. Mayer

100 shares

**WHEREAS**, the Absorbed Corporation has an authorized capitalization consisting of Ten Thousand (10,000) shares of common stock of \$1.00 par value ("Absorbed Corporation common stock"). One Hundred (100) shares of Absorbed Corporation common stock are now issued and outstanding and owned as follows:

Christopher S. Mayer

100 shares

**WHEREAS**, the respective Boards of Directors and all of the shareholders of the Surviving Corporation and the Absorbed Corporation have determined that it is advisable that the Absorbed Corporation be merged into the Surviving Corporation on the terms and conditions hereinafter set forth in a transaction qualifying as a reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

**NOW, THEREFORE**, in consideration of the mutual agreements herein contained, it is agreed that, in accordance with the applicable statutes of the State of Florida and the State of Florida, the Absorbed Corporation shall be and hereby is, at the Effective Date of the merger, merged into the Surviving Corporation, which shall be the surviving corporation, and the terms and conditions of such merger and the plan or mode of carrying it into effect shall be as follows:

## ARTICLE I

### ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

From and after the Effective Date of the merger and until thereafter amended as provided by law, the Articles of Incorporation of the Surviving Corporation, which is organized under the laws of the State of North Carolina, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation as the surviving corporation.

## ARTICLE II

### SURVIVING CORPORATION TO SUCCEED TO PROPERTIES AND OBLIGATIONS OF THE ABSORBED CORPORATION

At the Effective Date of the merger, the Absorbed Corporation shall be merged into the Surviving Corporation, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall continue in existence as the surviving corporation, and, without other transfer or assumption, succeed to and possess all the estate, properties, rights, privileges, powers, and franchises, of a public as well as of a private nature, and assume and be subject to all of the liabilities, obligations, debts, restrictions, disabilities and duties, of each of the Constituent Corporations.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, or either of them, as of the Effective Date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

## ARTICLE III

### CONVERSION OF STOCK

A. At the Effective Date of the merger, each share of Absorbed Corporation common stock outstanding immediately prior to the merger, shall be changed and converted into one share of common stock, of no par value per share, of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding, provided, however, that no fractional shares of the Surviving Corporation shall be issued, and in lieu of fractional shares to which any holder of the Absorbed Corporation would be otherwise entitled as a result of such change and conversion, shares of Surviving Corporation common stock received in the conversion shall be rounded to the nearest whole number of shares.

Thus, after the merger becomes effective, each holder of an outstanding certificate or certificates theretofore representing common shares of the Absorbed Corporation upon surrender of such certificate or certificates shall be entitled to receive in exchange therefore a certificate or certificates representing the following number of full shares of common stock of the Surviving Corporation:

Christopher S. Mayer

100 shares

B. After the merger becomes effective, each holder of an outstanding certificate or certificates theretofore representing common shares of the Absorbed Corporation may surrender the same to the Surviving Corporation or an agent appointed by it; and such holder shall be entitled upon such surrender to receive in exchange therefore a certificate or certificates representing the number of full shares of common stock of the Surviving Corporation into which the common shares of the Absorbed Corporation theretofore represented by the certificate or certificates so surrendered shall have been changed and converted. Until so surrendered each outstanding certificate which prior to the Effective Date of the merger represented common shares of the Absorbed Corporation shall be deemed for all corporate purposes other than payment of dividends, to evidence ownership of the number of full shares of common stock of the Surviving Corporation into which the same shall have been so changed and converted. No dividends payable to the holders of record of the common stock of the Surviving Corporation as of any date subsequent to the Effective Date of the merger shall be paid to the holder of any outstanding common share certificate of the Absorbed Corporation until such certificate shall be so surrendered; but, upon such surrender of any such outstanding common share certificate or certificates of the Absorbed Corporation, there shall be paid to the record holder of the certificate of certificates for shares of common stock of the Surviving Corporation issued upon such surrender the amount of such dividends which theretofore became payable with respect to such full shares of the common stock of the Surviving Corporation. No interest shall be payable with respect to any dividends.

C. At the Effective Date of the merger, each share of Surviving Corporation common stock outstanding immediately prior to the merger shall thereupon without further action become one share of common stock of the Surviving Corporation as the surviving corporation without the issuance of new shares or new share certificates.

#### ARTICLE IV

##### BY-LAWS, DIRECTORS AND OFFICERS, ANNUAL MEETING.

A. When the merger becomes effective, the By-Laws of the Surviving Corporation shall continue to be the By-Laws of the Surviving Corporation as the surviving corporation until altered, amended or repealed.

B. The directors of the Surviving Corporation, who shall hold office as provided in the By-Laws of the Surviving Corporation, shall be as follows:

Name

Address

Christopher S. Mayer

350 17<sup>th</sup> Avenue, N.W.  
Hickory, NC 28601



C. The first annual meeting of the stockholders of the Surviving Corporation shall be the annual meeting provided for in the By-Laws of the Surviving Corporation for the year 2000.

D. The officers of the Surviving Corporation, who shall hold office as provided in the By-Laws of Surviving Corporation, shall be as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Christopher S. Mayer	President	350 17 <sup>th</sup> Avenue, N.W. Hickory, NC 28601
Christopher S. Mayer	Secretary	350 17 <sup>th</sup> Avenue, N.W. Hickory, NC 28601

E. If, at or after the Effective Date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the Surviving Corporation.

#### ARTICLE V

##### PROHIBITED TRANSACTIONS

Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that each of the Constituent Corporations may take all action necessary or appropriate under the applicable state laws to consummate this merger. Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, declare or pay any dividend or other distribution on its common stock.

#### ARTICLE VI

##### REPRESENTATIONS AND WARRANTIES

A. The Surviving Corporation represents and warrants as of the date of this Agreement and Plan of Merger and as of the Effective Date:

1. The Surviving Corporation is a corporation validly incorporated under the laws of the State of North Carolina.

2. The Surviving Corporation has an authorized capital consisting of the number of shares of common stock of the par value, and has issued and outstanding that number of shares of common stock (all of which are validly issued and fully paid and nonassessable), as recited on Page 1 above.

3. The Surviving Corporation does not have outstanding any options or agreements for the issuance or sale of additional shares of stock.

B. The Absorbed Corporation represents and warrants as of the date of this Agreement and Plan of Merger and as of the Effective Date:

1. The Absorbed Corporation is a corporation validly incorporated under the laws of the State of Florida.

2. The Absorbed Corporation has an authorized capital consisting of the number of shares of common stock of the par value, and has issued and outstanding that number of shares of common stock (all of which are validly issued and fully paid and nonassessable), as recited on Page 1 above.

3. The Absorbed Corporation does not have outstanding any options or agreements for the issuance or sale of additional shares of stock.

#### **ARTICLE VII**

#### **STOCKHOLDER APPROVAL; EFFECTIVE DATE**

This Agreement and Plan of Merger shall be submitted to the stockholders of each of the Constituent Corporations as provided by the applicable laws of the State of North Carolina and the State of Florida. If this Agreement and Plan of Merger is duly approved and adopted by the requisite votes of the stockholders and is not abandoned pursuant to the provisions of Article VIII hereof, Articles of Merger, with this Agreement and Plan of Merger attached as an Exhibit, shall be executed, acknowledged, filed and recorded in accordance with the laws of the States of Florida and North Carolina. The merger shall be effective as of the close of business on December 31, 1999, such time being herein sometimes called "the Effective Date of the merger".

#### **ARTICLE VIII**

#### **ABANDONMENT**

This Agreement and Plan of Merger may be abandoned at any time before or after action thereon by the stockholders of the Absorbed Corporation or the Surviving Corporation or both, notwithstanding favorable action on the merger by the stockholders of the Absorbed Corporation or the Surviving Corporation or both, but not later than the Effective Date of the merger, by the mutual consent of the Boards of Directors of the Absorbed Corporation and the Surviving Corporation.

In the event of abandonment by the Board of Directors of either the Absorbed Corporation or the Surviving Corporation as provided above, written notice shall forthwith be given to the other party.

**ARTICLE IX**

**MODIFICATION AND WAIVER**

The Absorbed Corporation and the Surviving Corporation, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Agreement and Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after action thereon by the stockholders of the Absorbed Corporation or of the Surviving Corporation or both; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of the Absorbed Corporation or the Surviving Corporation in a manner which is materially adverse to such stockholders in the judgment of their respective Boards of Directors. The Absorbed Corporation or the Surviving Corporation, may, pursuant to action by its Board of Directors, by an instrument in writing, extend the time for or waive the performance of any of the obligations of the other or waive compliance by the other with any of the covenants or conditions contained in this Agreement; provided, however, that no such waiver or extension shall affect the rights of the stockholders of the Absorbed Corporation or the Surviving Corporation in a manner which is materially adverse to such stockholders in the judgment of its Board of Directors so acting.

IN WITNESS WHEREOF, the Absorbed Corporation and the Surviving Corporation, each pursuant to the approval and authority duly given by resolutions adopted by its Board of Directors, have each caused this Agreement and Plan of Merger to be executed by its officers thereunto duly authorized and its corporate seal to be affixed.

CSM INTERNATIONAL, INC.,  
a North Carolina corporation

By: \_\_\_\_\_

Christopher S. Mayer, President

(CORPORATE SEAL)

ATTEST: \_\_\_\_\_

Christopher S. Mayer, Secretary

CSM INTERNATIONAL, INC.,  
a Florida corporation

By: \_\_\_\_\_

Christopher S. Mayer, President

(CORPORATE SEAL)

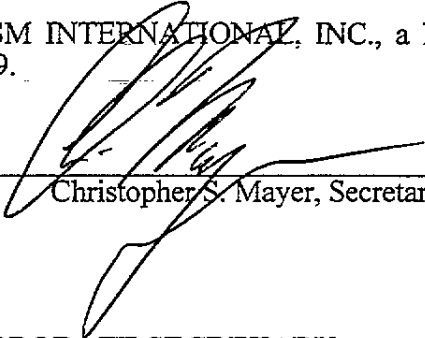
ATTEST: \_\_\_\_\_

Christopher S. Mayer, Secretary

**CERTIFICATE OF CORPORATE SECRETARY**

I, Christopher S. Mayer, Secretary of CSM INTERNATIONAL, INC., a corporation organized and existing under the laws of the State of North Carolina, hereby certify, as such Secretary and under the seal of said corporation, that the Agreement and Plan of Merger dated December \_\_, 1999, between CSM INTERNATIONAL, INC., a Florida corporation, and CSM INTERNATIONAL, INC., a North Carolina corporation, as the Surviving Corporation, to which this certificate is attached, was duly adopted on December \_\_, 1999, by the unanimous consent of the holders of all of the outstanding stock of said Surviving Corporation, and that thereby the Agreement and Plan of Merger was duly adopted as the act of the stockholders of said Surviving Corporation and the duly adopted Agreement of said Surviving Corporation.

WITNESS my hand and the seal of CSM INTERNATIONAL, INC., a North Carolina corporation, on this 20 day of December, 1999.



\_\_\_\_\_  
Christopher S. Mayer, Secretary

**CERTIFICATE OF CORPORATE SECRETARY**

I, Christopher S. Mayer, Secretary of CSM INTERNATIONAL, INC., a corporation organized and existing under the laws of the State of Florida, hereby certify and state, under penalties of perjury, as such Secretary and under the seal of said corporation, that the Agreement and Plan of Merger dated December 20th, 1999, between CSM INTERNATIONAL, INC., a Florida corporation, as the Absorbed Corporation, and CSM INTERNATIONAL, INC., a North Carolina corporation, to which this certificate is attached, was by unanimous consent of all of the shareholders of said Absorbed Corporation on December 20th, 1999, duly adopted in the manner required by Section 607.0704, Florida Statutes, by the unanimous consent of all of the stockholders of said Absorbed Corporation entitled to vote, as the Agreement of said Absorbed Corporation and that the Agreement and Plan of Merger has been duly executed by the officers of said Absorbed Corporation.

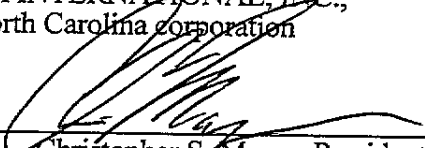
WITNESS my hand and the seal of CSM INTERNATIONAL, INC., a Florida corporation, on this 20 day of December, 1999.



\_\_\_\_\_  
Christopher S. Mayer, Secretary

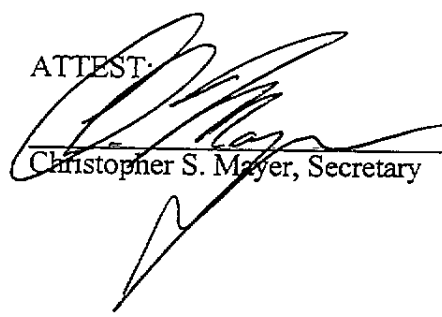
The above Agreement and Plan of Merger, having been approved by the Board of Directors of each corporate party thereto, and having been adopted separately by all of the stockholders of each corporate party thereto, in accordance with the Florida Business Corporation Act, and that fact having been certified on said Agreement and Plan of Merger by the Secretary of CSM INTERNATIONAL, INC., a North Carolina corporation, and by the Secretary of CSM INTERNATIONAL, INC., a Florida corporation, the undersigned do now hereby execute the said Agreement and Plan of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 20 day of December, 1999.

CSM INTERNATIONAL, INC.,  
a North Carolina corporation

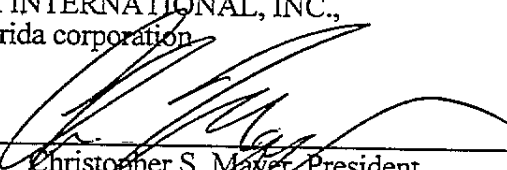
By:   
Christopher S. Mayer, President

(CORPORATE SEAL)

ATTEST:

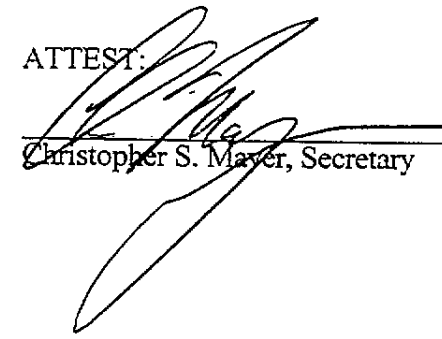
  
Christopher S. Mayer, Secretary

CSM INTERNATIONAL, INC.,  
a Florida corporation

By:   
Christopher S. Mayer, President

(CORPORATE SEAL)

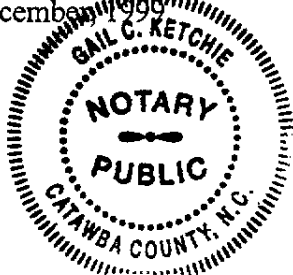
ATTEST:

  
Christopher S. Mayer, Secretary

STATE OF NORTH CAROLINA )  
COUNTY OF Catawba )SS:

Before me, the undersigned authority, personally appeared Christopher S. Mayer, and he acknowledged before me that he executed the foregoing Agreement and Plan of Merger as President of CSM INTERNATIONAL, INC., a North Carolina corporation, after being authorized by the unanimous vote of the shareholders and directors of said corporation to sign the Agreement and Plan of Merger on behalf of the corporation; that he caused the seal of the corporation to be affixed by the Secretary of the corporation, that he signed the Agreement and Plan of Merger as the act, deed and agreement of said corporation, and that he is ( ) personally known to me or ( ☒ ) produced Passport as identification.

WITNESS my hand and official seal at Hickory, NC, this 20<sup>th</sup> day of December, 1999.



Gail C Ketchie  
Notary Public

Gail C. Ketchie  
Name of Notary Public Printed

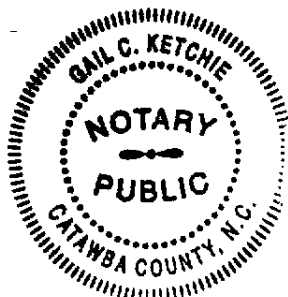
My Commission Number: \_\_\_\_\_

My Commission Expires 4/6/2003

STATE OF NORTH CAROLINA )  
COUNTY OF Catawba )SS:

Before me, the undersigned authority, personally appeared Christopher S. Mayer, and he acknowledged before me that he executed the foregoing Agreement and Plan of Merger as President of CSM INTERNATIONAL, INC., a Florida corporation, after being authorized by the unanimous vote of the shareholders and directors of said corporation to sign the Agreement and Plan of Merger on behalf of the corporation; that he caused the seal of the corporation to be affixed by the Secretary of the corporation, that he signed the Agreement and Plan of Merger as the act, deed and agreement of said corporation, and that he is ( ) personally known to me or ( ☒ ) produced Passport as identification.

WITNESS my hand and official seal at Hickory, NC, this 20<sup>th</sup> day of December, 1999.



Gail C Ketchie  
Notary Public

Gail C. Ketchie  
Name of Notary Public Printed

My Commission Number: \_\_\_\_\_

My Commission Expires 4/6/2003