

P 93000076541

LAW OFFICES  
**OZARK & PERRON, P.A.**  
2808 MANATEE AVENUE WEST  
BRADENTON, FLORIDA 34205  
(941) 750-9760

DAMIAN M. OZARK  
ANDRE R. PERRON

May 8, 1998

Secretary of State  
Amended Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

TELECOPIER  
(941) 750-9761  
**FILED**  
MAY 11 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10000251861--5  
-05/11/98-01101-001  
\*\*\*157.50 \*\*\*157.50

RE: **Articles and Certificate of Merger of Vermeer Corporation  
and Administrative Services Only, Inc. into  
Meridian Investment & Management, Inc.**

**EFFECTIVE DATE**  
5-12-98

Dear Secretary of State:

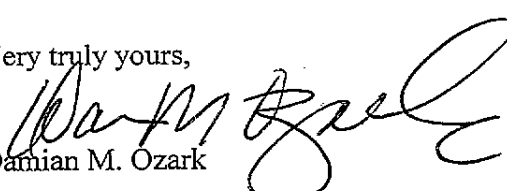
Enclosed please find Articles and Certificate of Merger of Vermeer Corporation and Administrative Services Only, Inc., into Meridian Investment & Management, Inc.

This firm's check in the sum of \$157.50 is enclosed, representing payment for the following:

1. \$105.00 filing fee
2. \$ 52.50 for cost of certified copy.

We request that you forward a certified copy of the Articles and Certificate of Merger to the undersigned. Thanking you in advance, I am,

Very truly yours,

  
Damian M. Ozark

DMO/dmo  
enclosures  
cc: Ms. Margaret M. Cline  
C:\DATA\CLIENTS\MERIDIAN\SECRET-1.WPD

*Margaret*  
*DMO*  
*5/12/98*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ADMINISTRATIVE SERVICES ONLY, INC., a Florida corporation, document  
number P94000001036

VERMEER CORPORATION, a Florida corporation, document number  
P93000086421

INTO

**MERIDIAN INVESTMENT & MANAGEMENT, INC.**, a Florida corporation,  
P93000076541

File date: May 11, 1998, effective May 12, 1998

Corporate Specialist: Karen Gibson

LAW OFFICES  
**OZARK & PERRON, P.A.**

2808 MANATEE AVENUE WEST  
BRADENTON, FLORIDA 34205  
(941) 750-9760

DAMIAN M. OZARK  
ANDRE R. PERRON

TELECOPIER  
(941) 750-9761

May 21, 1998

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
98 MAY 26 AM 9:00  
DIVISION OF CORPORATIONS

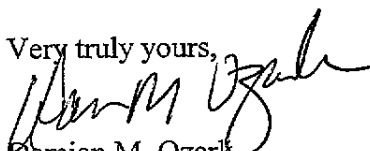
RE: **Meridian Investment & Management, Inc.**  
**Ref Number: P93000076541**

Dear Secretary of State:

Pursuant to your letter of May 18, 1998, enclosed please find the Articles and Certificate of Merger on the above corporation, with corrections made as directed in said letter.

Please forward the filed copy to us upon completion.

Very truly yours,

  
Damian M. Ozark

DMO/dmo  
enclosures

C:\DATA\CLIENTS\MERIDIAN\VERMEER\SECSTATE.WAT.wpd



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 18, 1998

.AMIAN M. OZARK  
LAW OFFICES OZARK & PERRON, P.A.  
2808 MANATEE AVENUE WEST  
BRADENTON, FL 34205

SUBJECT: MERIDIAN INVESTMENT & MANAGEMENT, INC.  
Ref. Number: P93000076541

We have received your document for MERIDIAN INVESTMENT & MANAGEMENT, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required. ✓

THIS OFFICE ALSO REQUIRES THAT THE MANNER OF ADOPTION FOR EACH CORPORATION, BE STATED EITHER IN THE ARTICLES OR THE PLAN. ✓

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached. ✓

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 698A00027588

**ARTICLES AND CERTIFICATE OF MERGER  
OF  
VERMEER CORPORATION  
AND  
ADMINISTRATIVE SERVICES ONLY, INC.  
INTO  
MERIDIAN INVESTMENT & MANAGEMENT, INC.**

**FILED**  
98 MAY 11 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of the constituent corporations  
merger are as follows:

<b>NAME</b>	<b>State of Incorporation</b>
Vermeer Corporation	Florida
Administrative Services Only, Inc.	Florida
Meridian Investment & Management, Inc.	Florida

**EFFECTIVE DATE**  
5-12-98

SECOND: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 607.1104 of the Corporation Law of the State of Florida. Each corporation has adopted the Plan of Merger on May 5, 1998. For Vermeer Corporation adopted the Plan of Merger by the required vote of the Shareholders at the Annual Meeting of Shareholders on May 5, 1998. No vote of Shareholders was required for the other corporations listed above and the plan of merger was adopted by a unanimous vote of the Board of Directors for each corporation executing these Articles and Certificate of Merger.

THIRD: That the name of the surviving corporation of the merger is Meridian Investment & Management, Inc., a corporation organized and existing under the laws of the State of Florida.

FOURTH: That the Certificate of Incorporation of Meridian Investment & Management, Inc., a corporation organized and existing under the laws of the State of Florida, which is the surviving corporation, as in effect at the filing of this Certificate, shall continue in full force and effect as the Certificate or Articles of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 530 1/2 Old Main Street, Bradenton, Florida 34206.

SIXTH: That a copy of the Agreement and Plan of Merger is attached hereto and will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That Meridian Investment & Management, Inc. survives the merger and may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent Florida corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 607.1104 of the Corporation Law of the State of Florida, and it does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Florida Meridian Investment and Management, Inc., 530 1/2 Old Main Street, Bradenton, Florida 34206, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective on May 12, 1998 if this Certificate of Merger is filed with the Secretary of State of the State of Florida on or prior to such date or upon the filing of this Certificate of Merger with the Secretary of State of the State of Florida if it is filed after such date.

Dated May 7, 1998.

**Meridian Investment & Management, Inc.,  
a Florida corporation**

By: Margaret M. Cline  
Margaret M. Cline, President and  
Chairman of the Board

**ATTEST:**

Eleanor B. Perkins  
Eleanor B. Perkins, Corporate Secretary

**Vermeer Corporation, a Florida corporation**

By: Margaret M. Cline  
Margaret M. Cline, President and  
Chairman of the Board

**ATTEST:**

Eleanor B. Perkins  
Eleanor B. Perkins, Corporate Secretary

**Administrative Services Only, a Florida corporation**

By: Margaret M. Cline  
Margaret M. Cline, President and  
Chairman of the Board

**ATTEST:**

Eleanor B. Perkins  
Eleanor B. Perkins, Corporate Secretary

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of April 5, 1998 by and among MERIDIAN INVESTMENT & MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida, with an office address of 530 ½ Old Main Street, Bradenton, Florida 34205 (the Merging Corporation) and VERMEER CORPORATION, a corporation organized and existing under the laws of the State of Florida (the First Merged Corporation) and ADMINISTRATIVE SERVICES ONLY, INC., a corporation organized and existing under the laws of the State of Florida (the Second Merged corporation);

WHEREAS, the authorized capital stock of the Merging Corporation consists of 30,000 shares of common stock with a par value of One Dollar (\$1.00) of which 100 shares were issued and outstanding as of the date hereof and 3,000 shares of preferred stock with a par value of \$100.00, of which NQ shares were issued and outstanding.

WHEREAS, the authorized capital stock of the First Merged Corporation consists of 30,000 shares of common stock with a par value of One Dollar (\$1.00) per share, of which 16,299 shares were issued and outstanding as of the date hereof and 3,000 shares of preferred stock with a par value of \$100.00, of which 109 shares were issued and outstanding;

WHEREAS, the authorized capital stock of the Second Merged Corporation consists of 1,000 shares of commons stock having a par value of One Dollar (\$1.00) per share, of which 100 shares were issued and outstanding as of the date hereof (and all of such shares being owned by Vermeer Corporation);

WHEREAS, the respective Board of Directors of the Merging corporation, the First Merged Corporation and the Second Merged Corporation have deemed it advisable and to the advantage of the three corporations that the First Merged Corporation and the Second Merged Corporation each merge into the Merging Corporation upon the terms and conditions herein provided;

WHEREAS, the Merging Corporation, the First Merged Corporation and the Second Merged Corporation intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Section 368(a) (1) of the Internal Revenue code of 1986, as amended; and

WHEREAS, the respective Board of Directors of the Merging Corporation have approved this Agreement and Plan of Merger and have directed that this Agreement and Plan of Merger be submitted to a vote of the Shareholders of said corporations, respectively.



NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Merging corporation, the First Merged Corporation and the Second Merged Corporation hereby agree to merge in accordance with the following plan:

1. Merger. Each of the First Merged Corporation and the Second Merged Corporation shall be merged with and into the Merging Corporation, and the Merging Corporation shall survive the merger, all as, and with the effect, provided by the corporation laws of the State of Florida and this Agreement and Plan of Merger. As soon as practicable after the Shareholders of each of said corporations shall approve this Agreement and Plan of Merger, an appropriate Certificate of Merger shall be signed, verified and delivered for filing with each of the Secretary of the State of Florida.

This agreement and Plan of Merger shall become effective for purposes of all applicable law at the close of business on May 12, 1998 if the Certificate of Merger shall be filed prior to 5:00 p.m. local time on such date or upon the filing of the Certificate of Merger with the Secretary of State of the State of Florida if it is filed after such date (hereinafter referred to as the "Effective Time").

2. Directors and Officers and Governing Documents. the directors and officers of the Merging Corporation shall be the same upon the Effective time as they are for the Merging Corporation immediately prior thereto. The Certificate of Incorporation of the Merging Corporation, as amended, as in effect at the effective time, shall continue to be the Certificate of Incorporation of the Merging Corporation as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The By-Laws of the Merging Corporation, as in effect at the Effective Time, shall continue to the By-Laws of the Merging Corporation as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. Rights and Liabilities of First Merged Corporation and Second Merged Corporation. At and after the Effective Time, the Merging Corporation shall possess all of the rights, privileges, immunities and franchises of a public and private nature of each of the merging corporations; and all property, real, personal and mixed, and any and all debts due either of the First Merged Corporation or the Second Merged Corporation on whatever account, and all other choses in action, and all and every other interest of either of the First Merged Corporation or the Second Merged Corporation shall be taken and transferred to and vested in the Merging Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations

shall not prevent or be in any way impaired by reason of merger.

4. Further Assurances. From time to time, as and when required by the Merging Corporation, there shall be executed and delivered on behalf of each of the First Merged Corporation and the Second Merged Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Merging Corporation the title to and possession of powers, franchises and authority of each of the First Merged corporation and the Second Merged Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger, and the officers and directors of the Merging corporation are fully authorized in the name and on behalf of each of the First Merged corporation and the Second Merged Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Stock of the First Merged Corporation and the Second Merged Corporation. Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof; (i) each share of the issued and outstanding Common Stock of the First Merged Corporation held as of record on April 1, 1998 shall be changed and converted into one share of Common Stock of the Merging Corporation, (ii) each share of the issued and outstanding Preferred Stock of the First Merged Corporation held as of record on April 1, 1998 shall be changed and converted into one share of Preferred Stock of the Merging Corporation, and (iii) each share of the issued and outstanding Common Stock of the Second Merged Corporation held as of record by the Merging Corporation shall be changed and converted into one share of authorized and unissued Common Stock of the Merging Corporation.

6. Stock of the Merging Corporation. Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each share of Common Stock of the Merging Corporation outstanding immediately prior thereto shall retain the status of an authorized and unissued share of Common Stock of the Merging Corporation.

7. Stock Certificates. At and after the Effective Time, each certificate representing shares of Common Stock of the First Merged Corporation shall be exchanged for certificates representing an equal number of shares of Common Stock of the Merging Corporation. Promptly upon such exchange, the Merging Corporation shall cause to be cancelled and retired each such

certificate representing shares of Common Stock of the First Merged Corporation issued pursuant to the immediately preceding sentence. Until so exchanged, cancelled and retired, each such certificate, upon and after the Effective Time, shall be deemed for all purposes, other than the payment of dividends or other distributions, if any, to Shareholders, to represent the number of shares of Common Stock of the First Merged Corporation.

At and after the Effective Time, each certificate representing shares of Preferred Stock of the First Merged Corporation shall be exchanged for certificates representing an equal number of shares of Preferred Stock of the Merging Corporation. Promptly upon such exchange, the Merging Corporation shall cause to be cancelled and retired each such certificate representing shares of Preferred Stock of the First Merged Corporation issued pursuant to the immediately preceding sentence. Until so exchanged, cancelled and retired, each such certificate, upon and after the Effective Time, shall be deemed for all purposes, other than the payment of dividends or other distributions, if any, to Shareholders, to represent the number of shares of Preferred Stock of the First Merged Corporation.

8. Employee Benefit Plans. As of the Effective Time, the Merging Corporation shall assume all obligations of each of the First Merged Corporation and the Second Merged Corporation under any and all employee benefit plans, employee stock purchase plans, employee stock options or other such plans in effect as of such time or with respect to which employee rights or accrued benefits are outstanding as of such time.

9. Book Entries. As of the Effective Time, entries shall be made upon the books of the Merging Corporation in respect of this Agreement and Plan of Merger in accordance with the following:

(a) The assets and liabilities of each of the First Merged Corporation and the Second Merged Corporation immediately prior to the Effective Time shall be recorded on the books of the Merging Corporation at the same amounts at which they were carried on the books of the First Merged Corporation or the Second Merged Corporation immediately prior to the Effective Time.

(b) There shall be credited as stated capital in respect of the Common Stock of the Merging Corporation the aggregate amount of the par value of all shares of Common Stock of the First Merged Corporation and the Second Merged Corporation issued as a result of the conversion of the outstanding shares of Common Stock of the First Merged Corporation and the Second Merged

Corporation into shares of Common Stock of the Merging Corporation pursuant to this Agreement and Plan of Merger.

(c) There shall be credited as surplus in respect of the capital account of the Merging Corporation the excess of (i) the amount of the capital of each of the First Merged corporation and the Second Merged Corporation in respect of the Common Stock of the First Merged Corporation and the Second Merged Corporation, respectively, plus the amount carried in the Capital Surplus account of each of the First Merged Corporation and the Second Merged Corporation immediately prior to the Effective Time over; (ii) the amount credited as stated capital in respect of the Common Stock of the First Merged Corporation and the Second Merged Corporation pursuant to paragraphs (b) and (c) of this Section 9.

(d) There shall be credited as surplus in respect of retained earnings of the Merging Corporation the aggregate of the amount carried in the Retained Earnings account of each of the First Merged Corporation and the Second Merged Corporation immediately prior to the Effective Time.

10. Appointment of Agent. The Merging Corporation hereby consents to service of process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of the First Merged Corporation or the Second Merged Corporation, and hereby irrevocably appoints Damian M. Ozark, Ozark & Perron, P.A., 2808 Manatee Ave. W., Bradenton, FL 34205 or, in his absence, the Secretary of State of each such jurisdiction as the Merging Corporation's agent to accept service of process in any action or special proceeding for the enforcement of any such liability or obligation. The address to which a copy of such process shall be mailed by the Secretary of State to 530 ½ Old Main Street, Bradenton, FL 34206, Attention: President.

11. Amendment. At any time before or after approval and adoption by the shareholders of the First Merged Corporation or the Second Merged Corporation and prior to the Effective Time, this Agreement and Plan of Merger may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of the First Merged Corporation or the Second Merged Corporation to be necessary, desirable or expedient; provided, however, that, after approval of the shareholders of each of the First Merged Corporation and the Second Merged Corporation, such amendment may not materially and adversely affect the rights and interests of the shareholders of each of the First Merged Corporation and the Second Merged Corporation.

12. Abandonment. At any time before the Effective Time, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors of either the First Merged Corporation or the Second Merged Corporation, or both, notwithstanding approval of this Agreement and Plan of Merger by the shareholders of the Merging Corporation or by the shareholders of the First Merged Corporation or the Second Merged Corporation or any of them.

13. Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same Agreement.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority granted by the Board of Directors of each of the First Merged Corporation and the Second Merged Corporation and making the Merging Corporation has caused this Agreement and Plan of Merger to be executed by its President and attested to by its Secretary or Assistant Secretary and its corporate seal to be affixed hereto, as of the date first above written.

**VERMEER CORPORATION,**  
a Florida corporation

(SEAL)

Eleanor Perkins

Attest -

Eleanor D. Perkins, Secretary

By:

Margaret M. Cline

Margaret M. Cline, President and  
Chairman of the Board of Directors

**STATE OF FLORIDA**  
**COUNTY OF MANATEE**

**SWORN TO AND SUBSCRIBED** before me this 6<sup>th</sup> day of April, 1998, by Margaret M. Cline, as President and Chairman of the Board of Directors and attested by Eleanor D. Perkins, as Corporate Secretary, who are personally known to me or produced \_\_\_\_\_ as identification and who did take an oath.



JOHN D. LEHMAN, JR.  
My Commission CC569432  
Expires Jul. 16, 2000

John D. Lehman Jr.

\*(Print Name of Notary Public)  
Notary Public - State of Florida

(SEAL)

**ADMINISTRATIVE SERVICES ONLY,  
a Florida corporation**

Eleanor Perkins

Attest -  
Eleanor D. Perkins, Secretary

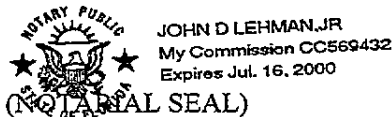
By:

Margaret M. Cline

Margaret M. Cline, President and  
Chairman of Board of Directors

**STATE OF FLORIDA  
COUNTY OF MANATEE**

SWORN TO AND SUBSCRIBED before me this 19<sup>th</sup> day of April, 1998, by Margaret M. Cline, as President and Chairman of the Board of Directors and attested by Eleanor D. Perkins, as Corporate Secretary, who are personally known to me or produced \_\_\_\_\_ as identification and who did take an oath.



John D. Lehman, Jr.

\*(Print Name of Notary Public)  
Notary Public - State of Florida

**Meridian Investment & Management, Inc.  
a Florida corporation**

Eleanor Perkins

Attest -  
Eleanor D. Perkins, Corporate Secretary

By:

Margaret M. Cline

Margaret M. Cline, President and  
Chairman of Board of Directors

**STATE OF FLORIDA  
COUNTY OF MANATEE**

SWORN TO AND SUBSCRIBED before me this 19<sup>th</sup> day of April, 1998, by Margaret M. Cline, as President and Chairman of the Board of Directors and attested by Eleanor D. Perkins, as Corporate Secretary, who are personally known to me or produced \_\_\_\_\_ as identification and who did take an oath.



John D. Lehman, Jr.

\*(Print Name of Notary Public)  
Notary Public - State of Florida