



P94000018371

ACCOUNT NO. : 072100000032

REFERENCE : 652565 8777A

AUTHORIZATION :

COST LIMIT : \$ Ppd

ORDER DATE : December 30, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 652565-005

CUSTOMER NO: 8777A

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-12/30/97-01065-009
****122.50 ****122.50

CUSTOMER: Robert Morgan, Esq
Ford, Jeter & Bowlus, P.a.
10110 San Jose Boulevard

Jacksonville, FL 32257

ARTICLES OF MERGER

WESTRAY WAREHOUSES, INC.

INTO

WESTRAY, INC.

FILED
97 DEC 30 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rožar

EXAMINER'S INITIALS: _____

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merger
C.C.
97 DEC 30 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTRAY WAREHOUSES, INC., a Florida corporation, P94000024049

INTO

WESTRAY, INC., a Florida corporation, P94000018371

File date: December 30, 1997

Corporate Specialist: Joy Moon-French

FILED

97 DEC 30 PM 4:06

ARTICLES OF MERGER
OF
WESTRAY, INC. and WESTRAY WAREHOUSES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WESTRAY, INC., a Florida corporation and WESTRAY WAREHOUSES, INC., a Florida corporation, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is: to have WESTRAY WAREHOUSES, INC. merge into WESTRAY, INC., for the purpose of causing WESTRAY, INC. to become the surviving corporation. Attached hereto and incorporated herein by this reference as Exhibit "A" is the Plan of Merger.

2. The effective date of the merger is the date the Articles of Merger are filed with the Department of State.

3. All shareholders and directors of WESTRAY, INC. and WESTRAY WAREHOUSES, INC. approved the Plan of Merger and adopt the same for the purpose of having it take effect immediately upon filing.

4. WESTRAY WAREHOUSES, INC. and WESTRAY, INC., adopted the Plan of Merger on December 29, 1997, by a 100% vote of all the shareholders and board of directors.

5. The Articles of Incorporation WESTRAY, INC., the surviving corporation, are hereby ratified and approved, except to the extent that they are amended to reflect the merger which is identified by these Articles of Merger.

IN WITNESS WHEREOF, the Pres. and Secy have executed these
Articles of Merger the 29th day of December, 1997.

WESTRAY, INC.,
a Florida corporation

By: Nicholas P. Pappadis
NICHOLAS P. PAPPADIS
As President

By: Constantine Pappadis
SP ~~CONSTANTINE PAPPADIS~~
As Secretary
EFSTATHIOS PAPPADIS

(CORPORATE SEAL)

C:\WP\RMM\WESTRAY-MERGER.ARTICLES

WESTRAY WAREHOUSES, INC.,
a Florida corporation

By: Nicholas P. Pappadis
NICHOLAS P. PAPPADIS
As President

By: Constantine Pappadis
SP ~~CONSTANTINE PAPPADIS~~
As Secretary
EFSTATHIOS PAPPADIS

(CORPORATE SEAL)

" A "

PLAN OF MERGER

Now, on this 29th day of December, 1997, WESTRAY, INC., a Florida corporation (the "Surviving Corporation") and WESTRAY WAREHOUSES, INC., a Florida corporation (the "Merging Corporation") (hereafter, both corporations are sometimes collectively referred to as the, "constituent corporations"), both Florida corporations, pursuant to the Florida Business Corporation Act of the State of Florida (the "Act"), have entered into the following plan and agreement of merger;

W I T N E S S E T H :

WHEREAS, the respective board of directors and shareholders of the constituent corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, the Surviving Corporation filed its Articles of Incorporation in the office of the Secretary of State of the State of Florida on or about March 3, 1994; and

WHEREAS, the Merging Corporation filed its Articles of Incorporation in the office of the Secretary of State of the State of Florida on or about March 24, 1994.

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective Board of Directors and Shareholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said Merger and of carrying the same into effect:

1. The foregoing recitals are true and correct and are incorporated herein by this reference.

2. WESTRAY WAREHOUSES, INC., a Florida corporation, hereby merges into WESTRAY, INC., a Florida corporation, so WESTRAY, INC. shall be the Surviving Corporation.

3. The Articles of Incorporation of the Surviving Corporation as in effect on the date of the merger provided for in this agreement shall continue in full force and effect.

4. The manner of converting the outstanding shares of each of the constituent corporations shall be as follows (which shall not preclude the issuance or purchase of shares of stock in the surviving corporation subsequent hereto):

Dimitrios Mitsios, Nicholas P. Pappadis and Constantine Pappadis shall endorse, assign and deliver over to the Surviving Corporation all of their shares in the Merging Corporation. In consideration for such endorsement, assignment and delivery, Nicholas P. Pappadis shall hold 1800 shares of the Surviving Corporation, Constantine Pappadis shall continue to hold 1800 shares of the Surviving Corporation and Dimitrios Mitsios shall acquire 400 shares of the Surviving Corporation. The total number of shares outstanding and issued, therefore, in the Surviving Corporation shall be 4000 shares of common stock as of the merger date.

5. As of the effective date of the Merger, the separate existence on the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises and all the property, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities

and obligations of the Merging Corporation and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by this merger.

6. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger and are amended for the purpose of acknowledging the merger, but shall not be amended for any other purpose and the Articles of Incorporation, as amended, are hereby ratified in their entirety.

7. The By-laws of the Surviving Corporation shall continue to be the by-laws following the effective date of the merger.

8. The officers and directors of the Surviving Corporation shall continue as the officers and directors of the Surviving Corporation for the full and unexpired of the terms of their offices and until their successors have been elected, appointed and qualified.

9. 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 with respect to the payment by the Surviving Corporation of any dividends which as of this date have already been authorized by the directors of the Surviving Corporation.

10. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by applicable law at a meeting to be held on December 29, 1997 or such other time as the board of directors of the

constituent corporations may agree.

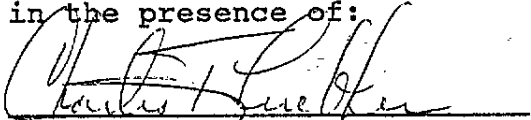
11. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

12. This Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Merging Corporation at any time prior to the effective date of the merger.

13. This Plan of Merger may be executed in any number of counterparts, any such counterpart shall constitute an original instrument.

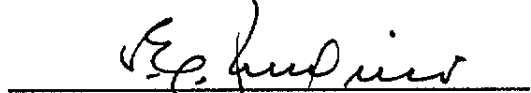
IN WITNESS WHEREOF, the parties to this agreement pursuant to the authority given by their respective Board of Directors have caused these presents to be executed by the president and attested by the secretary of each party thereto, on the day and year first written above.

Signed, sealed and delivered
in the presence of:



Witness


Print Name: CHARLES T. LUEBKER



Witness

Print Name: LOUIS E. ANDINO

WESTRAY, INC.,
a Florida corporation

By: 
NICHOLAS P. PAPPADIS
Its President

Attest: 
Its Secretary

Signed, sealed and delivered,
in the presence of:

Charles T. Luebker
Witness

Print Name: CHARLES T. LUEBKER

Dimitrios Mitsios
Witness

Print Name: DIMITRIOS MITSIOS

WESTRAY WAREHOUSES, INC.,
a Florida corporation

By: Nicholas P. Pappadis

NICHOLAS P. PAPPADIS
Its President

Attest: [Signature]

Its Secretary

I, NIKOSTATHIOS PAPPADIS, as Secretary of WESTRAY, INC. and WESTRAY WAREHOUSES, INC., corporations recognized and existing under the laws of the State of Florida hereby certify as such secretary of each of said corporations, that the Plan of Merger to which this certificate is attached after having been first duly signed on behalf of said corporation, by the President and attested by the Secretary of each corporation, was duly submitted to the stockholders of each of said corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, for the purpose of considering and taking action upon the Plan of Merger and that 100% of the shares of stock of each corporation on said date which was issued and outstanding, voted in favor of the Plan of Merger and the Plan of Merger was at said meeting duly adopted as the act of the shareholders of both corporations and the duly adopted agreement of each of the corporations as of the date of

such meeting which was December 29, 1997. Witness my hand as of this 29th day of December, 1997.

WESTRAY, INC.

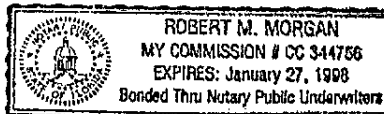
WESTRAY WAREHOUSES, INC.

By: [Signature]
Its Secretary

By: [Signature]
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29th day of Dec., 1997, by NICHOLAS P. PAPPADIS, the President, and Efstathios Pappadis, as Secretary, of WESTRAY, INC. a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification.

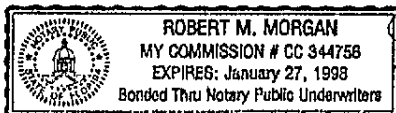


[Signature]
Print notary name below signature
Notary Public, State and
County Aforesaid
My Commission Expires:
Serial No., if any:

(NOTARIAL SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29th day of Dec., 1997, by NICHOLAS P. PAPPADIS, the President, and Efstathios Pappadis, as Secretary, of WESTRAY WAREHOUSES, INC. a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.



[Signature]
Print notary name below signature
Notary Public, State and
County Aforesaid
My Commission Expires:
Serial No., if any:

(NOTARIAL SEAL)

C:\WP\RMM\WESTRAY-MERGER.PLAN