

P94000035961

LAW OFFICES

RAYMOND, WILSON, CONWAY, BARR, HAHL & JENKINS, P.A.

170 EAST GRANADA BOULEVARD

P.O. BOX 65

ORMOND BEACH, FLORIDA 32175

TELEPHONE (904) 673-4200

FAX (904) 673-4204

LOUIS E. CONWAY

WILLIAM M. BARR

JAMES G. HAHL

T. BRENT JENKINS

JAMES R. WILSON

(1907-1994)

August 13, 1998

100002617251--9

-08/17/98--01059--009

*****35.00 *****35.00

Department of State
Amendment Section
Post Office Box 6327
Tallahassee, FL 32314-1300

Re: Articles of Merger

100002617251--9

-08/24/98--01020--019

*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for processing, please find the following:

1. Original and one copy of Articles of Merger of Williams Company of America, Inc., a Florida corporation into Williams Company of the United States, Inc., a North Carolina corporation; and

2. Our firm's check in the amount of \$35.00 made payable to the Department of State.

Please return a file stamped copy of the Articles of Merger to me in the envelope enclosed. If additional information is desired or if you have any questions, please do not hesitate to contact my office.

With kindest regards, I remain

Sincerely yours,

James G. Hahl

JGH:bac
Enclosures

cc: Williams Company of America

FILED
98 AUG 17 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 20 1998

LAW OFFICES
RAYMOND, WILSON, CONWAY, BARR, HAHL & JENKINS, P.A.

LOUIS E. CONWAY
WILLIAM M. BARR
JAMES G. HAHL
T. BRENT JENKINS

170 EAST GRANADA BOULEVARD
P.O. BOX 65
ORMOND BEACH, FLORIDA 32175
TELEPHONE (904) 673-4200
FAX (904) 673-4204

JAMES R. WILSON
(1907-1994)

August 20, 1998

Thelma Lewis
Department of State
Amendment Section
Post Office Box 6327
Tallahassee, FL 32314-1300

Re: Articles of Merger

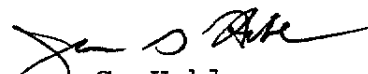
Dear Ms. Lewis:

In accordance with your telephone conversation with my secretary today, enclosed please find our firm's additional check in the amount of \$35.00 made payable to the Department of State relating to the Articles of Merger of Williams Company of America, Inc., a Florida corporation into Williams Company of the United States, Inc., a North Carolina corporation.

Please accept my apologies for the misunderstanding about the amount of money necessary to complete this merger. I appreciate your cooperation in this regard.

With kindest regards, I remain

Sincerely yours,


James G. Hahl

JGH:bac
Enclosure

cc: Williams Company of America

ARTICLES OF MERGER
Merger Sheet

MERGING:

WILLIAMS COMPANY OF AMERICA, INC., a Florida corporation,
P94000035961.

INTO

WILLIAMS COMPANY OF THE UNITED STATES, INC., a North Carolina
corporation not qualified in Florida.

File date: August 17, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER OF
WILLIAMS COMPANY OF AMERICA, INC.
A FLORIDA CORPORATION INTO
WILLIAMS COMPANY OF THE UNITED STATES, INC.
A NORTH CAROLINA CORPORATION

FILED
98 AUG 17 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Williams Company of America, Inc., a Florida corporation and Williams Company of the United States, Inc., a North Carolina corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), Williams Company of America, Inc. and Williams Company of the United States, Inc. adopt the following Articles of Merger.

1. The Plan of Merger dated January 16, 1998, between Williams Company of America, Inc. and Williams Company of the United States, Inc. was approved and adopted by the shareholders of Williams Company of America, Inc. and was approved and adopted by the shareholders of Williams Company of the United States, Inc. on January 16, 1998.


2. Pursuant to the Plan of Merger, all issued and outstanding shares of Williams Company of America, Inc. stock will be acquired by means of a merger of Williams Company of America, Inc. into Williams Company of the United States, Inc. with Williams Company of the United States, Inc. being the surviving corporation which will then change its name to Williams Company of America, Inc. after the merger.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

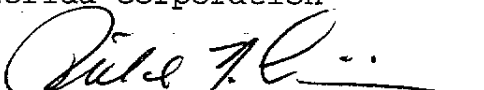
IN WITNESS WHEREOF, the parties have set their hands this
31 day of July, 1998.

ATTEST:



Kathleen A. Williams
Secretary

(Corporate Seal of Williams Company of America, Inc.)

WILLIAMS COMPANY OF
AMERICA, INC.
a Florida corporation

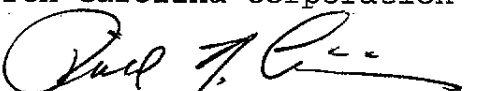
By: 
Richard N. Williams
President

ATTEST:


Kathleen A. Williams
Secretary

(Corporate Seal of Williams Company of the United States, Inc.)

WILLIAMS COMPANY OF THE
UNITED STATES, INC.
a North Carolina corporation

By: 
Richard N. Williams
President

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER.

The following corporations (the "Merging Corporations") propose to merge:

Williams Company of America, Inc., a Florida Corporation

Williams Company of the United States, Inc., a North Carolina Corporation

The surviving corporation (the "Surviving Corporation") shall be Williams Company of the United States, Inc. However, after the merger, the Surviving Corporation will have the name Williams Company of America, Inc., a North Carolina Corporation.

B. MERGER.

Pursuant to the terms and conditions of this Plan, the Merging Corporations will merge into the Surviving Corporation. Upon the merger's becoming effective, the corporate existence of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

C. CONVERSION AND EXCHANGE OF SHARES.

On the Effective Date, the outstanding shares of the Merging Corporations will be converted and exchanged as follows:

Each outstanding share of each of the Merging Corporations will be converted into and exchanged for one share of Williams Company of America, Inc., a North Carolina Corporation

D. FRACTIONAL SHARES.

No fractional shares of the issuing Corporation will be issued. Any shareholder of a Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will be given an additional whole share of the Issuing Corporation; any shareholder who would otherwise be entitled to less than five tenths (.5) of a share will not receive any consideration for such fractional interest.

E. SURRENDER OF CERTIFICATES OF MERGING CORPORATIONS.

Each holder of a certificate representing shares of a Merging Corporation will surrender such certificate to that Merging Corporation on or before the Effective Date, and each Merging Corporation will thereupon deliver such certificates to the Surviving Corporation. Each such shareholder will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares to which he is entitled under this Plan

F. ABANDONMENT.

After the approval of this Plan by the shareholders of each Merging Corporation and at any time prior to the merger's becoming effective, directors of the Surviving Corporation may, in their discretion, abandon the merger.

IN WITNESS WHEREOF, this Plan of Merger is signed by the President and the Secretary of each corporation this 16 day of January, 1998.

(Signature Page for Plan of Merger)

Williams Company of America, Inc.

by: Richard A. Williams, Jr.
President

Attest: Kathleen A. Williams
Kathleen A. Williams, Secretary

(Corporate Seal)

Williams Company of the United
States, Inc.

by: Richard A. Williams, Jr.
President

Attest: Kathleen A. Williams
Kathleen A. Williams, Secretary

(Corporate Seal)