

PPH0000063202

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January 17, 1997

Secretary of State  
Division of Corporations  
State of Florida  
Tallahassee, FL 32314

*Merger*

400002064624--2  
-01/22/97--01109--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Accord, Inc  
Our File No.: 7831

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Merger of TKS, Inc. and Accord, Inc. and the Plan of Merger of TKS, Inc. and Accord, Inc. Also enclosed please find our check in the amount of \$70.00 for the filing fee.

Thank you for your help.

Sincerely,

*L. Miller Williams*  
L. Miller Williams

LMW/sh

Enclosures

Name	1/28/97
Date	10/24
Location	10/24
Updater	10/24
Verifier	10/24
Acknowledgment	10/24
W.P. Verifier	10/24

FILED  
97 JAN 28 AM 8 41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P94000063202

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TKS, INC., a Florida corporation P93000081237

INTO

ACCORD, INC., a Florida corporation, P94000063202.

File date: January 22, 1997

Corporate Specialist: Annette Hogan

To: Department of State  
Tallahassee, Florida 32314

Date paid 97 JAN 22 AM 8:43  
Filing Fee \$

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
TKS, INC. and ACCORD, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are TKS, INC. and ACCORD, INC. ACCORD, INC. is the surviving corporation.

2. On December 31, 1996, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: F.S. Chapter 607.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
TKS, INC.	100	common	100
ACCORD, INC.	575	common A	575

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
TKS, INC.	100	0	common	100	0
ACCORD, INC.	575	0	common A	575	0

Dated January 1, 1997.

Witness

TKS, INC.  
By

Cecilia Sternberg,

Jamie A. Zarnery

Witness

President

William C. Cox

Witness

Donna DellaPace

Witness

ACCORD, INC.

By Cecilia Sternberg  
President

## PLAN OF MERGER

Plan of merger dated December 31, 1996 between ACCORD, INC, referred to as the surviving corporation, and TKS, INC., referred to as the absorbed corporation.

### STIPULATIONS

A. ACCORD, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 115 Coastline Rd, Sanford, FL.

B. ACCORD, INC. has a capitalization of 10,000 authorized shares of \$1.00 par value, Class A common stock and 10,000 shares of \$1.00 par value, Class B common Stock, of which 575 shares of Class A Common Stock are issued and outstanding.

C. TKS, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 115 Coastline Rd., Sanford, FL.

D. TKS, INC. has a capitalization of 100 shares of no par value common stock, of which, 100 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that TKS, INC. be merged into ACCORD, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. TKS, INC. shall merge with and into ACCORD, INC., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, ~~December 31, 1996~~ the separate existence of the absorbed 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 absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of

converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the common stock of TKS, INC. issued and outstanding on the effective date of the merger shall be converted into pro-rata shares of the \$1.00 par value, Class A common stock of ACCORD, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, on the effective date of the merger, shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. 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 the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at special meetings to be held on or before December 31, 1996, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be ~~DECEMBER 31, 1996~~ <sup>QED</sup>

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before ~~DECEMBER 31, 1996~~ <sup>QED</sup> or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Dated December 31, 1996.

Jamie A. Barney  
Witness

William H. Cox  
Witness

TKS, INC.

By

Cecilia Sternberg  
President

Attest:

Cecilia Sternberg  
Secretary

Jamie A. Zarney  
Witness

G. William X. Coy  
Witness

ACCORD INC.

By

Cecilia Sternberg  
President

Attest:

Cecilia Sternberg  
Secretary