

P94000077042

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March 4, 2002

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: WADAKE, Inc.- Certificate of Merger

Ladies and Gentlemen:

Enclosed please find Certificate of Merger for WADAKE, Inc., together with our check for the filing fee of \$70.00. Please file the same according to your usual procedure and return the original to me once filed.

If you have any questions or concerns, please do not hesitate to call me.

Very truly yours,



Stuart F. Cheney

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*****70.00 *****70.00

SFC/jle
Enclosures

GRAPIDS 60087-1 120251

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAR 12 AM 11:58

Merger
LFC
3-20-2002

C o u n s e l l o r s A t L a w

DETROIT BLOOMFIELD HILLS LANSING GRAND RAPIDS ANN ARBOR

ARTICLES OF MERGER
Merger Sheet

MERGING:

WADAKE, INC., a Florida corporation (Document #P94000077042)

INTO

FROST INCORPORATED, a Michigan entity not qualified in Florida.

File date: March 12, 2002

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Frost Incorporated

Michigan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAR 12 AM 11:58

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

WADAKE, INC.

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 1, 2002.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

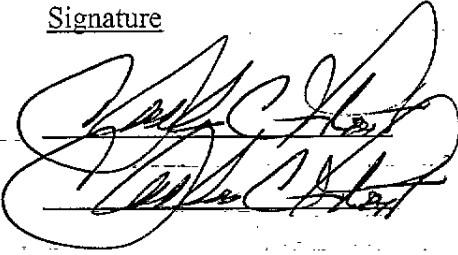
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 1, 2002.

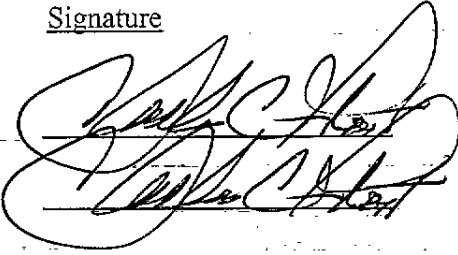
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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<u>Frost Incorporated</u>		<u>Charles C. Frost, President</u>
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<u>WADAKE, Inc.</u>		<u>Charles C. Frost, President</u>
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AGREEMENT AND PLAN OF MERGER

OF

FROST INCORPORATED
(the Survivor Corporation)

AND

WADAKE, INC.
(the Merged Corporation)

THIS AGREEMENT AND PLAN OF MERGER (hereinafter sometimes referred to as the "Agreement"), made and entered into as of the 1st day of January, 2002, between WADAKE, Inc., a Florida corporation (hereinafter sometimes referred to as "WADAKE"), and Frost Incorporated, a Michigan corporation (hereinafter sometimes referred to as "Frost").

WITNESSETH:

WHEREAS, WADAKE has 300 shares of Common Stock, \$1.00 par value issued and outstanding; and

WHEREAS, Frost has 500 shares of Common Stock, \$1.00 par value, issued and outstanding; and

WHEREAS, WADAKE and Frost desire to merge pursuant to the applicable law and in accordance with the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of Frost and WADAKE deem advisable and have approved a merger on such terms and conditions and have submitted the same to a vote of the Shareholders; and

WHEREAS, the Shareholders of Frost and WADAKE have approved the merger on such terms and conditions.

NOW, THEREFORE, the parties hereby agree that WADAKE be merged into Frost as the Surviving Corporation, pursuant to the corporation laws of the States of Michigan and Florida, and upon the following terms and conditions:

ARTICLE I

Corporate Existence; Articles of Incorporation
and Bylaws of Surviving Corporation

1.1. On the Effective Date, as hereinafter defined, WADAKE shall merge with and into Frost, and Frost shall continue to exist by virtue of the laws of the State of Michigan and the separate existence of WADAKE, except as it may be continued by reason of the corporation laws of Florida, shall cease and thereafter Frost and WADAKE shall be a single corporation; provided, however, that on and after the Effective Date, Frost shall be vested with all of the assets and property of WADAKE and shall be liable for all of the obligations of WADAKE and the two entities shall be operated as one.

1.2. On the Effective Date, the Articles of Incorporation of Frost shall remain the Articles of Incorporation of the Surviving Corporation unchanged and unaffected by the merger and shall be subject to amendment from time to time thereafter in the manner prescribed by law.

1.3. On the Effective Date, the bylaws of Frost shall remain the Bylaws of the Surviving Corporation unchanged and unaffected by the merger and shall be subject to amendment from time to time as provided in such bylaws, and in the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law.

ARTICLE II

Effect of Merger on Shares of the Constituent Corporations

The effect of the merger on the shares of the Constituent Corporations shall be as follows:

- (a) Existing shares of WADAKE shall be extinguished.
- (b) Each existing shares of common stock \$1.00 par value of Frost shall remain unchanged.

ARTICLE III

Execution, Recording and Filing of Agreement; Effective Date of Merger

A Certificate of Merger shall be executed by the respective officers of the Constituent Corporations and filed as required by the laws of the States of Michigan and Florida. The merger shall be effective as of the date first above written (the "Effective Date") except to the extent the separate existence of the Constituent Corporations are continued for purposes of State law in order to effect required filings thereunder.

ARTICLE IV

Board of Directors and Officers of Surviving Corporation

4.1. The Board of Directors of Frost shall be and remain the Board of Directors of Frost, and such directors shall hold office until the next annual meeting of the shareholders or until their successors are duly elected.

4.2. The officers of Frost shall be and remain the officers of Frost and they shall hold office until their respective successors are duly elected.

IN WITNESS WHEREOF, the parties hereby have executed this Agreement on the day,
month and year first above written.

WADAKE, INC.

By: _____

Charles C. Frost
President

FROST INCORPORATED

By: _____

Charles C. Frost
President