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FAX #: (850)922-4000

FROM: RUDNICK & WOLFE

ACCT#: 076424002364

CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

FAX #: (813)229-1447

NAME: DAZSER/NC CORPORATION

AUDIT NUMBER.....H97000021259

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 7

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22450.04.001

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97 DEC 30 AM 10:54
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EFFECTIVE DATE
12-31-97

FILED
97 DEC 29 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

Dec 12/31

12/29/97 MON 15:41 FAX 813 229 1447

RUDNICK&WOLFE

001

ENTER/SELECTION AND <CREFLOR&B&E> DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
Merger Sheet

MERGING:

DAZSER/NC CORPORATION, a Florida corporation, P94000091609

INTO

DAZSER/NC CORPORATION. a Delaware corporation not qualified in Florida

File date: December 29, 1997, effective December 31, 1997

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

H97000021259

EFFECTIVE DATE12-31-97

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law, Dazser/NC Corporation, a Florida corporation ("Merging Corporation") and Dazser/NC Corporation, a Delaware corporation ("Survivor") adopt the following Articles of Merger for the purpose of merging the Merging Corporation into the Survivor, the latter of which is to survive the merger.

ARTICLE I

The Plan and Agreement of Merger is attached as Exhibit "A."

ARTICLE II

Effective time and date of the merger shall be 11:59 p.m. (Tampa, Florida time) December 31, 1997.

ARTICLE III

The Merging Corporation adopted the Plan and Agreement of Merger effective as of December 31, 1997 by unanimous written consent of the Board of Directors, dated December 30, 1997, and unanimous written consent of the Shareholders, dated December 30, 1997, pursuant to Section 607.1105 and 607.1107 of the Florida Business Corporation Act. The Survivor adopted the Plan and Agreement of Merger by unanimous written consent of the Board of Directors, dated as of December 30, 1997, and unanimous written consent of the Shareholders, dated as of December 30, 1997, pursuant to Section 252 of the Delaware General Corporation Law. The number of shares of capital stock of each of the corporations outstanding at the time of such adoptions was 150 shares of common stock and no shares of preferred stock, all shares of said common stock being entitled to vote thereon. The number of shares of common stock voted by the shareholders of each corporation for said Plan and Agreement of Merger was 150 and the number voted against was 0, constituting a sufficient number of votes of both corporations to approve the merger.


Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
c/o Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

ALM69578 12/22/97


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IN WITNESS WHEREOF, the undersigned have signed this document as of this 31th day of December, 1997.



Stephen E. Roesch
as President of Dazser/NC Corporation, a
Florida corporation



Stephen E. Roesch
as President of Dazser/NC Corporation, a
Delaware corporation

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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER made as of December 31, 1997 between **DAZSER/NC CORPORATION**, a Florida corporation, the "Merging Corporation"), and **DAZSER/NC CORPORATION**, a Delaware corporation, the "Surviving Corporation").

RECITALS

A. The Merging Corporation has authorized capital stock consisting of 7,500 shares of common stock, par value \$1.00 per share, of which 150 shares have been duly issued and are now outstanding.

B. The Surviving Corporation has authorized capital stock consisting of 7,500 shares of common stock, par value \$1.00 per share, of which 150 shares have been duly issued and are now outstanding.

C. The Board of Directors of the Merging Corporation and the Surviving Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Merging Corporation merge with the Surviving Corporation under and pursuant to the provisions of the Florida Business Corporation Act and of the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER CORPORATION.** Dazser/NC Corporation, a Florida corporation, as the merging corporation, shall be and it hereby is merged into the Surviving Corporation.

2. **SURVIVING CORPORATION.** Dazser/NC Corporation, a Delaware corporation, as the surviving corporation, shall survive the merger herein contemplated and shall continue to be governed by the laws of Delaware, but the separate corporate existence of the Merging Corporation shall cease forthwith upon the Effective Date.

3. **EFFECTIVE DATE.** This Plan and Agreement of Merger shall become effective as of December 31, 1997 (the "Effective Date").

4. **AUTHORIZED CAPITAL.** The Authorized capital stock of the Surviving Corporation following the Effective Date shall be 7,500 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

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5. **BYLAWS.** The Bylaws of the Surviving Corporation as they exist on the Effective Date shall be the Bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. **BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

7. **ORGANIZATION STOCK.** Upon the effectiveness of the merger, each of the shares of the Common Stock of the Merging Corporation presently issued and outstanding shall be surrendered and canceled and the outstanding shares of the Common Stock of the Surviving Corporation issued and outstanding immediately prior to the effectiveness of the merger will be unchanged.

8. **RIGHTS AND LIABILITIES OF SURVIVING CORPORATION.** Upon effectiveness of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, immunities, and franchises, both public and private, and all of the property, real, personal, and mixed, of the Merging Corporation; all claims, demands, property, rights, privileges, powers, immunities, and franchises and every other interest of either of the parties hereto shall be as effectively the property of the Surviving Corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the merger but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger, all debts, liabilities, and duties of the respective parties hereto shall thenceforth attached to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

9. **RECITALS.** The recitals set forth above are hereby incorporated into this Plan and Agreement of Merger by reference.

INTENDING TO BE BOUND, each of the corporate parties described below has signed this Plan and Agreement of Merger effective as of the Effective Date regardless of the actual date of signature.

H97000021259

ATTEST:

Daril A. Zilly
Secretary

(Corporate Seal)

ATTEST:

Daril A. Zilly
Secretary

(Corporate Seal)

MERGING CORPORATION:

DAZSER/NC CORPORATION, a Florida corporation

By: *SEE. R.*
President

SURVIVING CORPORATION:

DAZSER/NC CORPORATION, a Delaware corporation

By: *SEE. R.*
President

H97000021259

**CERTIFICATE OF THE SECRETARY
CONCERNING APPROVAL OF MERGER**

I, David A. Zilleg, the Secretary of **DAZSER/NC CORPORATION**, a Florida corporation, hereby certify that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary under the corporate seal of said corporation, was duly approved and adopted by written action of the stockholders holding a majority of the outstanding stock entitled to vote thereon.

WITNESS my hand and seal of said corporation as of the 31st day of December, 1997.

(SEAL)

David A. Zilleg
Secretary

H97000021259

CERTIFICATE OF THE SECRETARY
CONCERNING APPROVAL OF MERGER

I, David A. Zillig, the Secretary of **DAZSER/NC CORPORATION**, a Delaware corporation, hereby certify that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary under the corporate seal of said corporation, was duly approved and adopted by written action of the stockholders holding a majority of the outstanding stock entitled to vote thereon.

WITNESS my hand and seal of said corporation as of the 31st day of December, 1997.

(SEAL)

David A. Zillig
Secretary