

P94000094348

MOSS & ROCOVICH
ATTORNEYS-AT-LAW
A PROFESSIONAL CORPORATION
4415 ELECTRIC ROAD 24014
P. O. BOX 13606
ROANOKE, VIRGINIA 24035
(540) 774-8800
FAX (540) 774-8808

FILE NO:

February 5, 1998

6023
001

VIA UPS NEXT DAY AIR

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Merger

300002423843-5
-02/06/98-01085-005
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find original Articles of Merger of Citation Associates, Inc., a Florida corporation, and Citation Associates, Inc., a Delaware corporation, along with our firm check in the amount of \$70.00, representing your fee for filing the Articles. The Delaware corporation is the surviving corporation.

Please file the Articles of Merger at your earliest possible convenience and return acknowledgment of the approved merger to my attention via UPS Next Day Air. I have enclosed a prepared airbill for your convenience.

Should you have questions or need additional information, please contact me. Thank you for your assistance in this regard.

2/10/98
Fiscal Acknowledge Check
for \$78.75. I contracted
Ms. Kenyon she advised
me her check was
for \$70 only.

Sincerely,

MOSS & ROCOVICH, P.C.

Tracey E. Kenyon
Paralegal

/tek
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 FEB -6 PM 1:21
FILED

TLL FEB 9 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

CITATION ASSOCIATES, INC., a Florida corporation, P94000094348.

INTO

CITATION ASSOCIATES, INC., a Delaware corporation not qualified in Florida.

File date: February 6, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
CITATION ASSOCIATES, INC., a Florida corporation,
AND

FILED
98 FEB -6 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CITATION ASSOCIATES, INC., a Delaware corporation

Citation Associates, Inc., a Florida corporation, and Citation Associates, Inc., a Delaware corporation, set forth the following Articles of Merger:

(a) The plan of merger is:

(1) The names of the corporations proposing to merge are Citation Associates, Inc., a Florida corporation, and Citation Associates, Inc., a Delaware corporation, and the surviving corporation shall be Citation Associates, Inc., a Delaware corporation.

(2) Upon such merger becoming effective, all of the assets presently owned by Citation Associates, Inc., a Florida corporation, will become the property of Citation Associates, Inc., a Delaware corporation, and Citation Associates, Inc., a Delaware corporation, will assume all of the liabilities of Citation Associates, Inc., a Florida corporation. The officers and directors of Citation Associates, Inc., a Delaware corporation, shall be the officers and directors of the surviving corporation until their successors shall be elected and qualified. The By-Laws of Citation Associates, Inc., a Delaware corporation, shall remain the same as they now are for the surviving corporation and the registered agent of Citation Associates, Inc., a Delaware corporation, and the registered office of Citation Associates, Inc., a

Delaware corporation shall remain the registered agent and registered office of the surviving corporation.

(3) The shares of Citation Associates, Inc., a Florida corporation, shall be convertible to shares of stock of Citation Associates, Inc., a Delaware corporation, at the ratio of one (1) share of stock of Citation Associates, Inc., a Delaware corporation, to one (1) share of stock of Citation Associates, Inc., a Florida corporation.

(b) The above plan of merger was approved at a meeting of the Board of Directors of each of the corporations herein named held on February 2, 1998, each stockholder of each corporation waived notice as required by applicable law and the plan set forth above was adopted by unanimous written consent of the stockholders of each of the corporations at meetings of such stockholders held on February 2, 1998.

(c) Citation Associates, Inc., a Delaware corporation, has one hundred (100) shares of stock outstanding and all are of the same class. Citation Associates, Inc., a Florida corporation, has one hundred (100) shares of stock outstanding and all are of the same class.

(d) As to Citation Associates, Inc., a Delaware corporation, the number of shares voted for the plan of merger was one hundred (100) and the number of shares voted against the plan of merger was zero (0). As to Citation Associates, Inc., a Florida corporation, the number of shares voted for the plan of merger was one hundred (100) and the number of shares voted against the plan of merger was zero


(0).

(e) The stated capital of the surviving corporation on the effective date of the merger will be Twenty Five Thousand Dollars (\$25,000.00).


CITATION ASSOCIATES, INC.,
a Delaware corporation

By: 
Gerald A. Dechow, President

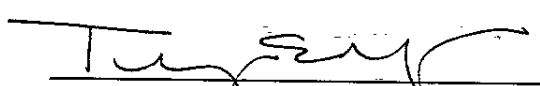
Attest:


Tracey E. Kenyon, Secretary

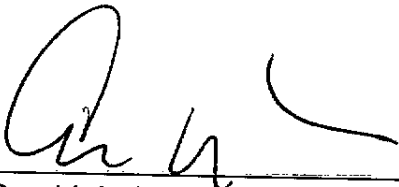
CITATION ASSOCIATES, INC.,
a Florida corporation

By: 
Gerald A. Dechow, President

Attest:

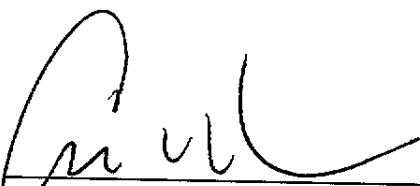

Tracey E. Kenyon, Secretary

I, Gerald A. Dechow, President of Citation Associates, Inc., a Delaware corporation, and Vice President of Moss & Rocovich, Attorneys-at-Law, P.C., sole Shareholder of Citation Associates, Inc., a Delaware corporation, do hereby certify by oath the above Articles of Merger.



Gerald A. Dechow

I, Gerald A. Dechow, President of Citation Associates, Inc., a Florida corporation, and Vice President of Moss & Rocovich, Attorneys-at-Law, P.C., sole Shareholder of Citation Associates, Inc., a Florida corporation, do hereby certify by oath the above Articles of Merger.



Gerald A. Dechow