

P95000046878

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November 19, 1998

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

000002694870--3
-11/24/98--01016--005
*****70.00 *****70.00

RE: Merger of CNI Services, Inc. (Florida Domestic) into CNI Two, Inc. (Missouri Domestic)

Dear Sir or Madam:

We are submitting to you the following documents regarding the merger of CNI Services, Inc., a Florida Domestic, into CNI Two, Inc., a Missouri corporation not authorized in Florida. Enclosed are the following documents:


1. **Articles of Merger.** Enclosed are an original and one copy of the Articles of Merger, with attached Agreement and Plan of Merger.
2. **Check.** The fee check in the amount of \$70.00 is made payable to Secretary of State as the fee for filing these merger documents.

Please file these documents in your office, send us a file stamped copy of the Articles of Merger, and the appropriate Certificate of Merger, if such is issued by your office.

Thank you for your assistance. Please contact us with any questions or comments you may have.

Very truly yours,

BROWN & NACHMAN, L.L.C.


David R. Nachman

DRN:mjt
cc: CNI Services, Inc.
enclosures
11/76

VS DEC 8 1998

Merger

VS DEC 8 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

CNI SERVICES, INC., a Florida corporation, P95000046878

INTO

CNI TWO, INC., a Missouri corporation not qualified in Florida.

File date: November 24, 1998

Corporate Specialist: Velma Shepard

FILED
99 NOV 24 AM 9:19
SECRETARY OF STATE
PALM BEACH, FLORIDA

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name of Corporation	State of Incorporation
<u>CNI SERVICES, INC.</u>	<u>Florida</u>
<u>CNI TWO, INC.</u>	<u>Missouri</u>

SECOND: The laws of the state under which such foreign corporation, CNI TWO, INC., is organized permit such merger, and such foreign corporation, CNI TWO, INC., is complying with those laws in effecting the merger.

THIRD: The foreign corporation, CNI TWO, INC, complies with Section 607.1107 F.S. (as set forth below) as it is the surviving corporation of the merger; and the domestic corporation, CNI SERVICES, INC., complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is as follows: See attached Agreement and Plan of Merger.

FIFTH: The effective date of the certificate of merger shall be the date on which these Articles of Merger are filed.

SIXTH: The plan of merger was adopted by the shareholders of CNI SERVICES, INC., on the 3rd day of November, 1998, and was adopted by the shareholders of CNI TWO, INC., on the 3rd day of November, 1998.

Signed this 3rd day of November, 1998.

CNI TWO, INC.

(Name of surviving corporation)

By: Robert J. Conley

(Chairman or Vice Chairman of the
Board of Directors, or President or
another officer)

Robert J. Conley

(Name)

President

(Title)

CNI SERVICES, INC.

(Name of merged corporation)

By: Robert J. Conley

(Chairman or Vice Chairman of the
Board of Directors, or President or
another officer)

Robert J. Conley

(Name)

President

(Title)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, entered into as of the 3rd day of November 1998, by and between **CNI SERVICES, INC.**, a Florida corporation (herein called "CNI-FLA"), and **CNI TWO, INC.**, a Missouri corporation (herein called "CNI-MO").

PREMISES:

WHEREAS, CNI-FLA is a corporation duly organized and existing under the laws of the State of Florida and CNI-MO is a corporation duly organized and existing under the laws of the State of Missouri; and

WHEREAS, CNI-FLA is authorized to issue 10,000 shares of common stock, with par value of \$1.00 per share, of which 1,000 shares of common stock are issued and outstanding, and

WHEREAS, CNI-MO is authorized to issue 10,000 shares of common stock, par value of \$1.00 per share, of which 500 shares of common stock are issued and outstanding, and

WHEREAS, the boards of directors of CNI-FLA and CNI-MO deem it advisable and to the advantage of each of said corporations and to their respective stockholders to merge CNI-FLA into CNI-MO in order that the assets and business of CNI-FLA shall be owned and operated by CNI-MO; and

WHEREAS, the respective boards of directors of CNI-FLA and CNI-MO deem it advisable and to the advantage of each of said corporations and of their stockholders to merge said corporations pursuant to the applicable laws of the States of Florida and Missouri.

NOW, THEREFORE, in consideration of the Premises and the mutual covenants and agreements contained herein, the parties agree as follows:

1. In accordance with the applicable provisions of the laws of the States of Florida and Missouri, CIN-FLA shall be merged into CNI-MO and CNI-MO is hereby designated as the surviving corporation. The surviving corporation shall continue to be duly organized and existing under the laws of the State of Missouri.

2. The terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of stock presently outstanding of each of the corporations into shares of CNI-MO, as the surviving corporation, are as follows:

A. Upon the effectiveness of the merger:

1. Each of the 1,000 shares of common stock, par value \$1.00 per share, issued by CNI-FLA and outstanding immediately prior to the effectiveness of the merger shall be, without further action, changed and converted into one-half share of common stock, par value \$1.00 per share, of CNI-MO, the surviving corporation, and the holders of certificates evidencing shares of common stock of CNI-FLA outstanding immediately prior to the effectiveness of the merger shall, upon the surrender thereof, be entitled to receive certificates of CNI-MO evidencing one-half share common stock of CNI-MO, par value \$1.00 per share, for each share of common stock of CNI-FLA, par value \$1.00 per share, theretofore evidenced by the certificates so surrendered.

2. The assets and liabilities of CNI-FLA shall be entered upon the books of CNI-MO, as the surviving corporation, at the amount at which they were carried on the books of CNI-FLA immediately prior to the effectiveness of the merger.

B. CNI-MO shall pay all expenses of carrying out the merger and fulfilling the provisions

of this Agreement.

C. The terms and provisions of this Agreement shall be deemed to be effective, in fact, from and after the effectiveness of the merger, and as of that time and thereafter the business of CNI-FLA and CNI-MO shall be deemed to be transacted and carried on as a single enterprise by CNI-MO, as the surviving corporation, and the benefit of all business transacted and the burden and liability of and for all obligations incurred shall be vested in or devolve upon CNI-MO.

D. Upon the effectiveness of the merger, at the time specified by the applicable statutes of the States of Florida and Missouri, all of the rights, privileges, powers, franchises, estates, and property of CNI-FLA, real, personal and mixed, and all debts, accounts, and choses in action due, owing or belonging to CNI-FLA, shall all and singular be vested in CNI-MO, without further act or deed, and, without further act or deed, all rights, privileges, powers, franchises, estates, interests, and property of both corporations shall thereafter be as effectually the property of CNI-MO, as the surviving corporation, as they were theretofore separately property of the respective corporations parties hereto, and the title to any and all leaseholds or real property, to other estates or interests in land or real estate and to any and all other property and property rights, whether derived by deed or otherwise, which immediately prior to the effectiveness of the merger were vested in either of the corporations parties hereto shall not revert or be in any way impaired by reason of the merger but shall, without further act or deed, remain or become fully vested in CNI-MO as the surviving corporation; provided, however, that all rights of creditors to and all liens held by others upon the property of either of the two corporations parties hereto shall be preserved unimpaired; and all debts, liabilities, obligations, undertakings and duties of CNI-FLA shall forthwith attach to and be deemed to be those of, and may be enforced against CNI-MO, as the surviving corporation, as fully and to

liabilities, obligations, undertakings and duties of CNI-FLA shall forthwith attach to and be deemed to be those of, and may be enforced against CNI-MO, as the surviving corporation, as fully and to the same extent as if such debts, liabilities, obligations, undertakings, and duties had been incurred or contracted by CNI-MO.

E. If at any time CNI-MO shall deem or be advised that any further assignments, assurances in law, or conveyances are necessary or desirable to vest or confirm in CNI-MO the title to any property or assets of CNI-FLA, the officers, directors, stockholders and representatives of CNI-FLA, and their successors in interest, shall make and execute, as of the effectiveness of the merger, all proper assignments, conveyances, and other instruments or assurances, and do all other things necessary or proper, to vest or confirm title to such property and assets in CNI-MO and otherwise to consummate the purposes of this Agreement.

3. On and after the effectiveness of this merger:

A. The Articles of Incorporation of CNI-MO as presently in effect shall continue to be the Articles of Incorporation of CNI-MO, as the surviving corporation, except that a change in ARTICLE FIRST thereof shall be effected by the merger, so that upon the effectiveness of the merger said ARTICLE FIRST shall read as follows:

FIRST: The name of the corporation is: CNI SERVICES, INC.

B. The bylaws of CNI-MO as presently in effect shall continue to be without change the bylaws of CNI-MO, as the surviving corporation, until duly altered or amended.

C. The present members of the board of directors of CNI-MO shall continue to serve as the board of directors of that corporation, as the surviving corporation, until their successors are duly elected or appointed and qualified.

qualified.

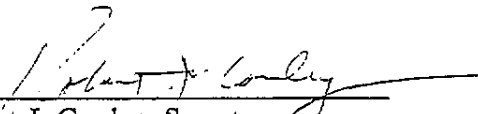
4. The board of directors of CNI-MO is hereby authorized to construe and interpret this Agreement and Plan of Merger, as between the corporate parties hereto, in order to implement and consummate the provisions hereof and to determine all administrative procedures and accounting entries which may be deemed necessary, advisable, or appropriate in order to implement and consummate the merger of CNI-FLA into CNI-MO pursuant to this Agreement and Plan of Merger.

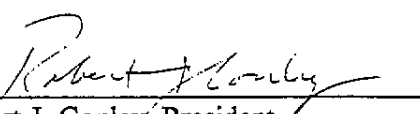
5. This Agreement shall be submitted separately to a vote of the shareholders of each of the corporations parties hereto in the manner provided by law and it shall take effect and be deemed and taken to be the merger and act of merger of said corporations upon the adoption thereof by the votes, given in person or by proxy (or by unanimous written consent), of the shareholders of each of said corporations in accordance with the requirements of each of their respective articles of incorporation and in accordance with the requirements of the laws of the States of Florida and Missouri and upon doing such other acts and things as shall be required for accomplishing the merger under and pursuant to the applicable provisions of the laws of the States of Florida and Missouri.

IN WITNESS WHEREOF, CNI-FLA and CNI-MO have executed this Agreement and Plan of Merger by their respective officers duly authorized as of the day and year first above written.

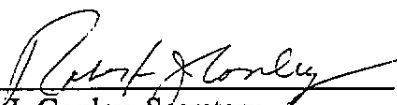
ATTEST:

CNI SERVICES, INC., a
Florida Corporation

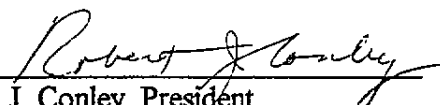
By: 
Robert J. Conley, Secretary

By: 
Robert J. Conley, President

ATTEST:

By: 
Robert J. Conley, Secretary

CNI TWO, INC., a Missouri Corporation

By: 
Robert J. Conley, President

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DOMESTIC CORPORATION AND FOREIGN CORPORATION

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Name of Corporation

State of Incorporation

CNI SERVICES, INC.

Florida

CNI TWO, INC.

Missouri

SECOND: The laws of the state under which such foreign corporation, CNI TWO, INC., is organized permit such merger, and such foreign corporation, CNI TWO, INC., is complying with those laws in effecting the merger.

THIRD: The foreign corporation, CNI TWO, INC, complies with Section 607.1107 F.S. (as set forth below) as it is the surviving corporation of the merger; and the domestic corporation, CNI SERVICES, INC., complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

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Signed this 3rd day of November, 1998.

CNI TWO, INC.

(Name of surviving corporation)

By: Robert J. Conley

(Chairman or Vice Chairman of the
Board of Directors, or President or
another officer)

Robert J. Conley

(Name)

President

(Title)

CNI SERVICES, INC.

(Name of merged corporation)

By: Robert J. Conley

(Chairman or Vice Chairman of the
Board of Directors, or President or
another officer)

Robert J. Conley

(Name)

President

(Title)