

P95000052850

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MERGER OR SHARE EXCHANGE

THE PRISM NETWORK, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE PRISM NETWORK, INC., a Florida corporation, P95000052850

INTO

THE TPNI MERGER, INC., a Georgia corporation not qualified in Florida

File date: August 9, 1999

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER BETWEEN
THE PRISM NETWORK, INC.
AND
THE TPNI MERGER, INC.

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The PRISM Network, Inc. 3728 Philips Highway, Suite 64 Jacksonville, Florida 32207 Florida Document/Registration Number: P95000052850	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The TPNI Merger, Inc., 5620 Glenridge Drive, N.E. Atlanta, Georgia 30342	Georgia	Corporation

THIRD: The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the merging corporation in accordance with Chapter 607, Florida Statutes.

FOURTH: The attached Plan of Merger was approved on July 8, 1999, by the shareholders of the surviving corporation in accordance with the laws of the State of Georgia.

FIFTH: The attached Plan of Merger was approved by the requisite number of shareholders of the merging corporation on July 15, 1999, in accordance with Chapter 607, Florida Statutes.

Prepared by Richard G. Boswinkle, Esq.
Holland & Knight LLP (904)354-4141
One Independent Drive #2000
Jacksonville, FL 32202
Florida Bar No. 974950

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SIXTH: The attached Plan of Merger was approved by the requisite number of shareholders of the surviving corporation in accordance with the laws of the State of Georgia.

SEVENTH: The surviving corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of the merging corporation.

EIGHTH: The surviving corporation agrees to pay the dissenting shareholders of the merging corporation the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

NINTH: The merger shall become effective as of the close of business on August 9, 1999.

TENTH: The merger is permitted under the respective laws of all applicable jurisdictions.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 9th day of August, 1999.

Surviving Corporation:

THE TPNI MEMBER, INC.

By: 

Name: ARCHIE MYERS, JR.

Its: CHAIRMAN OF BOARD

Merging Corporation:

THE PRISM NETWORK, INC.

By: 

James W. Southerland, Jr.

President

JAX1 #501156 v1

PLAN OF MERGER

The following plan of merger, which was adopted, approved and submitted by each party to the merger in accordance with Section 607.1107, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The PRISM Network, Inc. ("Prism")	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The TPNI Merger, Inc. ("TPNI")	Georgia

THIRD: The terms and conditions of the merger are as follows:

The effective date of the Merger shall be August 9, 1999 ("Effective Date"). On the Effective Date, as a result of the Merger, (i) the separate existence of Prism will cease; (ii) title to all assets and properties, or any interest therein, owned by Prism will be vested in TPNI without reversion or impairment; (iii) TPNI will thenceforth be responsible and liable for all the liabilities and obligations of Prism; (iv) neither the rights of creditors nor any liens upon the property of Prism will be impaired by the Merger; and (v) the issued and outstanding common stock of Prism that are to be converted into the common stock of Crawford & Company, a Georgia corporation and the parent company of TPNI ("Crawford"), will be converted only as set forth herein. Following the Merger, the existence of TPNI shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the laws of the State of Georgia.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of issued and outstanding common stock of Prism on the Effective Date shall be converted into 0.7252286378 shares of Crawford Class A common stock. No fractional shares of Crawford's

Class A common stock will be issued; fractional shares will be paid in cash at an agreed upon price of Thirteen Dollars (\$13.00) per share of Crawford's common stock. Upon effectiveness of the Merger, all shares of Prism shall be cancelled and extinguished.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of Prism into rights to acquire interests, shares, obligations or other securities of Crawford shall continue in accordance with the terms and conditions granting such rights, provided, however, each such right to acquire one (1) share of Prism's common stock shall be converted into the right to acquire 0.7252286878 shares of Crawford's Class A common stock and the exercise price per share of Crawford Class A common stock after the Effective Date shall be the exercise price per share of Prism common stock prior to the Effective Date divided by 0.7252286878.

FIFTH: The name and address of the directors and officers shall continue to be such persons as were duly elected and/or appointed immediately prior to the Merger.

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: None.

SEVENTH: Other provisions, if any, relating to the merger. None.

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