

P95000058256

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

WCG, Inc.

100003082921--1

-01/19/00--01004--001

*****35.00 *****35.00

100003082921--1

-12/29/99--01057--011

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

Art of Inc. File

LTD Partnership File

Foreign Corp. File

EFFECTIVE DATE

L.C. File

1/1/00

Fictitious Name File

Trade/Service Mark

✓ Merger File

Photo

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

S. PAYNE

JAN 3 - 2000

Signature

Requested by:

LM

12/29

9:35 am

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BARKER, OSHA & ANDERSON, INC., a FL corp., 431940

GLACE & RADCLIFFE, INCORPORATED, a FL corp., 338873

,

INTO

WCG, INC., a Florida entity, P95000058256.

File date: December 29, 1999 , effective January 1, 2000

Corporate Specialist: Susan Payne

LAW OFFICES OF
MAYER, KENNEDY & RANDOLPH
THE FORUM - TOWER A
1675 PALM BEACH LAKES BOULEVARD
SUITE 700
WEST PALM BEACH, FLORIDA 33401

(561) 683-2484
FAX: (561) 684-3142

EARL E. MAYER, JR.*
P. TODD KENNEDY, P.A., LL.M. Taxation
JOHN W. RANDOLPH, JR., P.A., C.P.A., LL.M. Estate Planning
PAUL T. TRINLEY, LL.M. Taxation

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

January 11, 2000

PERSONAL AND CONFIDENTIAL

Secretary of State
Division of Corporations
Attn: Susan Payne
P.O. Box 6327
Tallahassee, FL 32314

Re: WCG, Inc.: Articles of Merger

Dear Susan:

As we discussed January 7, 2000, enclosed please find a check made payable to the Secretary of State, in the amount of \$35, to cover the fee for merging Barker, Osha & Anderson, Inc. into WCG, Inc., as surviving corporation.

Please do not hesitate to contact me if you have any questions.

Sincerely,

MAYER & KENNEDY


Paul T. Trinley

PTT/tas
Encl.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2000

Capital Connection, Inc.

Tallahassee, FL

SUBJECT: WCG, INC.
Ref. Number: P95000058256

We have received your document for WCG, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the merging corporation is still not correct. The name is GLACE & RADCLIFFE, INCORPORATED

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 700A00000002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 30, 1999

Capital Connection, Inc.

Tallahassee, FL

SUBJECT: WCG, INC.
Ref. Number: P95000058256

We have received your document for WCG, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of one of the merging corporations is incorrectly stated in the document. The correct name is GLACE & RADCLIFFE, INCORPORATED (PRINTOUT ATTACHED). Please correct the name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 199A00060707

Corrected
Please have 12/30/99
File date.
Thanks!

RECEIVED
99 DEC 30 PM 3:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2000

Capital Connection, Inc.

Tallahassee, FL

SUBJECT: WCG, INC.
Ref. Number: P95000058256

We have received your document for WCG, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the merging corporation is still not correct. The name is GLACE & RADCLIFFE, INCORPORATED

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 700A00000002

Corrected
RECEIVED
00 JAN -3 PM 4:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 DEC 29 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/1/00

ARTICLES OF MERGER

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ARTICLES OF MERGER

The Articles of Merger entered into this 22nd day of December, 1999, by and between BARKER, OSHA & ANDERSON, INC., and GLACE ~~+~~ RADCLIFFE, ^{Incorporated} both of which are Florida corporations (sometimes individually called "BARKER, OSHA & ANDERSON, INC." or "GLACE ~~+~~ RADCLIFFE, ^{Incorporated}" or individually called "Subsidiary Company" or collectively called the "Subsidiary Companies") and WCG, INC., a Florida corporation (hereinafter called the "Surviving Corporation").

WITNESSETH:

WHEREAS, BARKER, OSHA & ANDERSON, INC. has an authorized capital stock consisting of 1,000 shares of Common Stock, par value \$1.00 per share, of which 405 shares have been duly issued and are now outstanding and all such outstanding shares are owned by Surviving Corporation; and

WHEREAS, GLACE ~~+~~ RADCLIFFE, ^{Incorporated} has an authorized capital stock consisting of the following shares:

1. Class A- Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 5,000 shares of voting common capital stock having a \$10.00 per share par value.
2. Class B- Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 5,000 shares of non-voting common capital stock having a \$10.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights; of such duly authorized shares of Class A Voting Common and Class B Non-Voting Common, there are now 288 shares of Class A- Voting Common Stock duly issued and now outstanding and there are 0 shares of Class B- Non-Voting Common Stock duly issued and now outstanding and all such outstanding shares of Class A- Voting Common Stock and Class B- Non-Voting Common Stock are owned by Surviving Corporation; and

WHEREAS, the Surviving Corporation has an authorized capital stock consisting of the following shares:

1. Class A- Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.

2. Class B- Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights; of which 500 shares of Class A- Voting Common Stock and 0 shares of Class B- Non-Voting Common Stock are duly issued and outstanding; and

WHEREAS, the Boards of Directors of the Subsidiary Companies and of the Surviving Corporation, respectively deem it advisable and generally to the advantage and welfare of the three corporate parties and their respective shareholders that the Subsidiary Companies merge with and into the Surviving Corporation under and pursuant to the provisions of the Florida Business Corporations Act; and

WHEREAS, the respective shareholders of both Subsidiary Companies and of the Surviving Corporation have approved the terms and conditions of the Merger.

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 as follows:

1. Approval. On December 22, 1999, the Directors of the Surviving Corporation and the Directors of each of the Subsidiary Companies unanimously adopted and approved these Articles of Merger by written consents to action, each dated December 22, 1999. The Articles of Merger were unanimously approved in their entirety by the shareholders of both the Subsidiary Companies and were unanimously approved in their entirety by the shareholders of the Surviving Corporation by written consents to action, each dated December 22, 1999.
2. Merger. The Subsidiary Companies shall be and hereby are merged into the Surviving Corporation.
3. Effective Date. These Articles of Merger shall become effective as of January 1, 2000 at 12:01 a.m., but such Effective Date shall require the filing and compliance with the laws of the State of Florida by proper filing on or before the Effective Date.
4. Surviving Corporation. WCG, INC., the Surviving Corporation, shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of the Subsidiary Companies shall cease forthwith upon the Effective Date.

5. Authorized Capital. The authorized capital stock of the Surviving Corporation following the Effective Date shall be as follows:

- a. Class A- Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.
- b. Class B- Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights; of which 500 shares of Class A- Voting Common Stock and 0 shares of Class B- Non-Voting Common Stock are duly issued and outstanding; such authorized capital stock of the Surviving Corporation shall be as set forth herein, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the Corporation or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the Surviving Corporation or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the Surviving Corporation, amended as set forth on attached Exhibit "A".
7. ByLaws. The ByLaws of the Surviving Corporation 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.
8. Further Assurance of Title. If at any time, the Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title, or interest of the Subsidiary Companies held immediately prior to the Effective Date, the Subsidiary Companies and each of its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving

Corporation as shall be necessary to carry out the purposes of these Articles of Merger, and the Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Subsidiary Companies or otherwise.

9. Shares of Surviving Corporation. Each share of Surviving Corporation on the Effective Date of the merger shall thereupon, without further action, become one common share of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.
10. Cancellation of Subsidiary Shares. All authorized and outstanding shares of BARKER, OSHA & ANDERSON, INC. and GLACE ~~★~~ RADCLIFFE, ^{Incorporated} the Subsidiary Companies, such shares being owned in their entirety by Surviving Corporation, and all rights in respect thereof, shall be cancelled forthwith on the Effective Date of the merger, and the certificates representing such shares shall be surrendered and cancelled.
11. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the Surviving Corporation in accordance with the following:
 - (a) The assets and liability of the Subsidiary Companies shall be recorded at the amounts at which they are carried on the books of the Subsidiary Companies immediately prior to the Effective Date.
 - (b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the Surviving Corporation resulting from the conversion and cancellation of the outstanding Common Shares of the Subsidiary Companies.
 - (c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the Subsidiary Companies immediately prior to the Effective Date.
 - (d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the Subsidiary Companies immediately prior to the Effective Date.
12. Directors. The names of the first directors of the Surviving Corporation shall be 1 in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

Name: DAVID L. WRIGHT

Address: _____

Name: _____ Address: _____

Name: _____ Address: _____

13. Officers. The names of the first officers of the Surviving Corporation shall be _____ in number and are as follows:

Name:

Offices:

DAVID L. WRIGHT

President

Vice President

DAVID L. WRIGHT

Secretary

DAVID L. WRIGHT

Treasurer

14. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-laws of the Surviving Corporation.
15. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

BARKER, OSHA & ANDERSON, INC.

Approved by the Board of Directors and sole Stockholder at a meeting duly held on December 22, 1999.

By: David L. Wright
DAVID L. WRIGHT,
President

Attest:

David L. Wright
David L. WRIGHT, Secretary

GLACE, & RADCLIFFE, Incorporated

Approved by the Board of Directors and sole Stockholder at a meeting duly held on December 22, 1999.

By: David L. Wright
President

Attest:

David L. Wright
David L. WRIGHT, Secretary

WCG, INC. - "Surviving Corporation"

Approved by the Board of Directors and all of its Stockholders by written consent on December 22, 1999.

By: David L. Wright
DAVID L. WRIGHT,
President

Attest:

David L. Wright
David L. WRIGHT, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

On this 22nd day of December, 1999, before me, the undersigned, personally appeared DAVID L. WRIGHT and _____, known to me to be the President and Secretary, respectively, of BARKER, OSHA & ANDERSON, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



EARL E. MAYER, JR.
COMMISSION # CC 659649
EXPIRES AUG 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC

My Commission Number

My Commission Expires

STATE OF FLORIDA
COUNTY OF ORANGE

On this 22nd day of December, 1999, before me, the undersigned, personally appeared DAVID L. WRIGHT and _____, known to me to be the President and Secretary, respectively, of GLACE & RADCLIFFE, ^{Incorporated} a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



EARL E. MAYER, JR.
COMMISSION # CC 659649
EXPIRES AUG 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC

My Commission Number

My Commission Expires

STATE OF FLORIDA
COUNTY OF ORANGE

On this 22nd day of December, 1999, before me, the undersigned, personally appeared DAVID L. WRIGHT and _____, known to me to be the President and Secretary, respectively, of WCG, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



EARL E. MAYER, JR.
COMMISSION # CC 659649
EXPIRES AUG 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

My Commission Number

My Commission Expires

F:\WRIGHT\DOCS\ARTICLES.MER

EXHIBIT "A"

The Articles of Incorporation for WCG, Inc. (the "Surviving Corporation") shall be read to contain the following modified articles:

ARTICLE V- ADDRESS AND REGISTERED AGENT

The registered agent of the corporation shall be DAVID L. WRIGHT, whose address is 630 N. Wymore Road, Suite 370, Maitland, FL 32751, and the registered address of the corporation in the State of Florida shall be 630 N. Wymore Rd., Suite 370, Maitland, FL 32751.

Except for the above modified article, all original Articles of Incorporation not modified by these Articles of Merger are hereby reaffirmed and restated.

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JOINT PLAN OF MERGER
AND AGREEMENT OF MERGER
BETWEEN
BARKER, OSHA & ANDERSON, INC.
AND
GLACE + RADCLIFFE, *Incorporated*
WITH
WCG, INC. AS
SURVIVING CORPORATION

**JOINT PLAN OF MERGER
AND AGREEMENT OF MERGER
BETWEEN
BARKER, OSHA & ANDERSON, INC.
AND
GLACE & RADCLIFFE, Incorporated
WITH
WCG, INC. AS
SURVIVING CORPORATION**

This is an Agreement dated December 22nd, 1999 among WCG, INC. ("Surviving Corporation"), BARKER, OSHA & ANDERSON, INC. and GLACE & RADCLIFFE, Incorporated (sometimes individually called "BARKER, OSHA & ANDERSON, INC.", or "GLACE & RADCLIFFE, Incorporated" or individually called "Subsidiary Company" or collectively called the "Subsidiary Companies"), such Agreement is executed at 630 N. Wynmore Road, Suite 370, Maitland, Florida 32751.

Recitals

- A. WCG, INC. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 28, 1995. Its principal office in the State of Florida is located at: 630 N. Wynmore Road, Suite 370, in the City of Maitland, County of Orange.
- B. Each of the Subsidiary Companies are corporations duly organized and existing under the laws of the State of Florida as follows: BARKER, OSHA & ANDERSON, INC. was incorporated as a Florida corporation on August 1, 1973. Its principal office is in the State of Florida and located at: 8895 N. Military Trail, Suite 101B, City of Palm Beach Gardens, County of Palm Beach. GLACE & RADCLIFFE, Incorporated is a Florida corporation and was incorporated on December 13, 1968. Its principal office in the State of Florida is located at: 630 N. Wynmore Drive, Suite 370, City of Maitland, County of Orange. WCG, INC., the Surviving Corporation, owns all of the outstanding shares of the Subsidiary Companies,

namely all of the outstanding shares of BARKER, OSHA & ANDERSON, INC. and all of the outstanding shares of GLACE. ✦ RADCLIFFE, Incorporated

C. The number of shares of stock which WCG, INC. has authority to issue is as follows:

- (i) Class A - Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.
- (ii) Class B - Non-Voting Common Stock. The Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights.

Of such authorized stock, 500 shares of Class A Voting shares are issued and outstanding and 0 shares of Class B Non-Voting shares are issued and outstanding.

D. The number of shares of stock which Subsidiary Companies have authorized and issued and outstanding are as follows:

BARKER, OSHA & ANDERSON, INC. has authority to issue 1,000 shares of common stock at \$1.00 per share.. Of such authorized stock, 405 shares are issued and outstanding and all such 405 shares are owned directly by WCG, INC.

GLACE ✦ RADCLIFFE, Incorporated has authority to issue shares of the following shares of stock:

- (i) Class A Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 5,000 shares of Voting Common Capital Stock having a \$10.00 per share par value.
- (ii) Class B Non-Voting Common Stock. The Corporation is authorized to have outstanding at any time, 5,000 shares of Non-Voting Common Capital Stock having a \$10.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights.

Of such authorized Class A Voting Common Stock and Class B Non-Voting Common Stock, the following shares are issued and outstanding: 288 shares of Class A Voting Common Stock and 0 shares of Class B Non-Voting Common Stock, all such Class A Voting shares and Class B Non-Voting shares are issued and outstanding are owned directly by WCG, INC.

- E. WCG, INC. and Subsidiary Companies desire to merge into a single corporation and the Directors of WCG, INC. and the directors of each of the Subsidiary Companies have determined that it is advisable that Subsidiary Companies be merged into WCG, INC., with WCG, INC. as the Surviving Corporation, on the terms and conditions set forth with the provisions of this Agreement of Merger and in accordance with the applicable provisions of Florida law and particularly the provisions of §607.1104 and the applicable sections of §607.1101, et. seq. of the Merger and Share Exchange Provisions of the Florida Business Corporation Act.

In Consideration of the Premises and of Mutual Agreements, the
Parties Agree As Follows:

1. The effective date of this Agreement shall be January 1, 2000 at 12:01 a.m. On the effective date of this Agreement, there shall be merged into WCG, INC. (the "Surviving Corporation"), the Subsidiary Companies (BARKER, OSHA & ANDERSON, INC. and GLACE. ✚ RADCLIFFE, ^{Incorporated}) together with all their properties (real, personal and mixed), easements, licenses and interests of every kind, rights, privileges, powers and franchises, exemptions and immunities, subject however to any liens, mortgages or charges. This distribution of the assets of merging Subsidiary Companies shall be in complete redemption of all outstanding capital stock of Subsidiary Companies. From and after the effective date of this Agreement, all properties (real, personal and mixed), easements, licenses and interests of every kind, rights, privileges, powers and franchises of a public as well as of a private nature, exemptions and immunities shall be invested in WCG, INC. by virtue of this Merger and without any other instrument and shall be as effectively properties of WCG, INC. as they were formerly of either of Subsidiary Companies, and all rights of all creditors of, and all liens, mortgages or charges on property of, either of Subsidiary Companies, shall be preserved unimpaired. The title to all real estate acquired by deed, gift, grant, appropriation or otherwise vested in either of Subsidiary Companies shall not revert or be in any way impaired by reason of this Merger or anything done, but shall be vested in WCG, INC. by virtue of the Merger.
2. On and after the effective date of this Agreement, WCG, INC. assumes liability for all contracts, deeds of trusts, indentures, debts, obligations of any kind, liabilities and duties incurred by either of merging Subsidiary Companies, and all shall, on and after the effective date, attach to WCG, INC. and be enforceable against it and its properties to the same extent as if incurred or contracted by it.
3. On and after the Effective Date of this agreement, all leases under which Surviving Corporation is then operating any of properties of merging Subsidiary Companies shall be deemed to be canceled and terminated by virtue of this agreement. Also, on and after the Effective Date, all debts and obligations, accrued or contingent, open account or otherwise, between Surviving Corporation and either of merging Subsidiary Companies, shall be deemed to be cancelled or discharged by virtue of this Agreement.

4. The name of the company ("Surviving Corporation") which is to survive the merger is "WCG, INC.". No change is to be made by merger in its certificate of incorporation, ByLaws or capitalization, except as provided in the Articles of Merger filed with the Secretary of the State of Florida. It will continue to exist, after merger, as a corporation incorporated under the laws of Florida, and under its original certificate of incorporation, as previously and heretofore amended, and present ByLaws. A copy of its original certificate of incorporation, as amended, is attached, as Appendix A, and incorporated with the same force and effect as though set forth in full. It will continue, after merger, to have authority to issue a single class of capital stock:

- (i) Class A - Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.
- (ii) Class B - Non-Voting Common Stock. The Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights and the Class B shares shall have no voting rights.

Its principal office in State of Florida will continue to be located at 630 N. Wymore Drive, Suite 370, in City of Maitland, County of Orange, and its resident agent at the office will continue to be David L. Wright, whose address is: 630 N. Wynmore Road, Suite 370, Maitland, Florida 32751. The names of present directors of Surviving Corporation (who shall, according to its ByLaws, hold their offices until their successors are chosen) are as follows: DAVID L. WRIGHT, _____.

In the event that, prior to the Effective Date of this paragraph, any person designated as a director of Surviving Corporation is unwilling or unable to continue to serve in that capacity after the Effective Date, Surviving Corporation reserves the right to designate a substitute for such person as director. The names of the present officers of Surviving Corporation (who

shall, according to its ByLaws, hold their offices until their successors are chosen) are as follows:

President

DAVID L. WRIGHT

Vice President

Secretary

DAVID L. WRIGHT

Treasurer

DAVID L. WRIGHT

5. The Effective Date of this Agreement shall be January 1, 2000 at 12:01 a.m. On the Effective Date, the separate existence of each of the Subsidiary Companies namely BARKER, OSHA & ANDERSON, INC. and GLACE & RADCLIFFE, ^{Incorporated} shall cease and their capital stock shall be canceled as of the Effective Date of this Agreement.
6. This agreement is effective now, and upon filing with the Secretary of State of Florida shall be effective as of its Effective Date, which shall be January 1, 2000 at 12:01 a.m., and this plan of merger set forth is deemed adopted and has been approved by the unanimous vote of all directors of each of the Subsidiary Companies and all directors of the Surviving Corporation and has been unanimously approved by all Shareholders of Surviving Corporation and all Shareholders of each of the Subsidiary Companies, by written consents to action, each dated December 22, 1999 with respect to the directors of each of the Subsidiary Companies and the directors of the Surviving Corporation and has unanimously approved in full in its entirety by all Shareholders of both of the Subsidiary Companies and all Shareholders of the Surviving Corporation by written to consent to action, each dated December 22, 1999. The parties shall cause prompt filing of the attached Articles of Merger, attached as Appendix "B" with the Secretary of State, office of the State of Florida, so that such Articles are filed no later than December 30, 1999 to be effective as of the Effective Date of January 1, 2000 at 12:01 a.m.

7. Surviving Corporation shall pay all expenses incident to bringing this Agreement into effect unless Surviving Corporation and Subsidiary Companies enter into an agreement to share such expenses among them in which case such agreement shall govern.
8. For the convenience of parties and to facilitate filing and recording of this Agreement, any number of counterparts may be executed, and each executed counterpart shall be deemed an original instrument.

IN WITNESS, the corporations have caused this Agreement to be signed in their respective corporate names by their respective presidents and attested by their respective secretaries and all of directors of each of the companies have duly subscribed their names to this agreement, all as of day and year first written above.

BARKER, OSHA & ANDERSON, INC.

WCG, INC. - "Surviving
Corporation"

Approved by the Board of Directors and
sole Stockholder at a meeting duly held
on December 22, 1999.

By: 

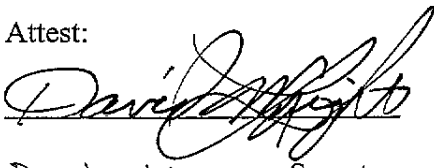
DAVID L. WRIGHT,
President

Approved by the Board of Directors
and all of its Stockholders by written
consent on December 22, 1999.

By: 

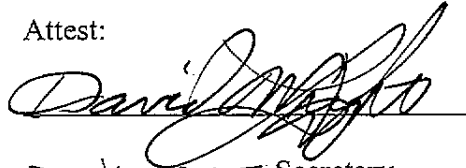
DAVID L. WRIGHT,
President

Attest:



David L. WRIGHT, Secretary

Attest:



David L. WRIGHT, Secretary

GLACE. ✱ RADCLIFFE, Incorporated

Approved by the Board of Directors and
sole Stockholder at a meeting duly held
on December 22, 1999.

By: David L. Wright

President

Attest:

David L. Wright

David L. WRIGHT, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

On this 22nd day of December, 1999, before me, the undersigned, personally appeared DAVID L. WRIGHT and _____, known to me to be the President and Secretary, respectively, of BARKER, OSHA & ANDERSON, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



EARL E. MAYER, JR.
COMMISSION # CC 659649
EXPIRES AUG 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Earl E. Mayer, Jr.
NOTARY PUBLIC

My Commission Number

My Commission Expires

STATE OF FLORIDA
COUNTY OF ORANGE

On this 22nd day of December, 1999, before me, the undersigned, personally appeared DAVID L. WRIGHT and _____, known to me to be the President and Secretary, respectively, of GLACE ~~+~~ RADCLIFFE, ~~Inc.~~ ^{LLC, a corporation} organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



NOTARY PUBLIC

My Commission Number

My Commission Expires

STATE OF FLORIDA
COUNTY OF ORANGE

On this 22nd day of December, 1999, before me, the undersigned, personally appeared DAVID L. WRIGHT and _____, known to me to be the President and Secretary, respectively, of WCG, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



NOTARY PUBLIC

My Commission Number

My Commission Expires

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APPENDIX "A"

Articles of Incorporation for WCG, Inc.

ARTICLES OF INCORPORATION

OF

WCG, INC..

ARTICLE I. - NAME

The name of this corporation is WCG, Inc..

ARTICLE II. - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. - ADDRESS AND REGISTERED AGENT

The registered agent of the corporation shall be DAVID L. WRIGHT, whose address is 800 So. Orlando Ave., Maitland, Florida 32751, and the registered address of the corporation in the State of Florida shall be 800 So. Orlando Ave., Maitland, Florida 32751

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 28 AM 8:57

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The initial director shall hold office until the first meeting of the shareholders of the corporation at which time a full Board of Directors will be elected as provided for in the bylaws of the corporation. The name and address of the initial director of this corporation is:

David L. Wright, 800 So. Orlando Ave., Maitland, Florida 32751

ARTICLE VII. - INCORPORATOR

The name and address of the incorporator of this corporation is DAVID L. WRIGHT, 800 So. Orlando Ave., Maitland, Florida 32751.

ARTICLE VIII. - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 23rd day of June, 1995.

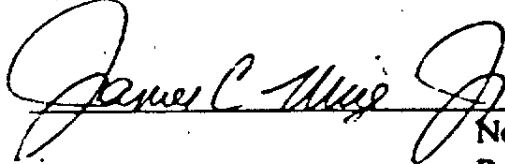

David L. Wright

STATE OF FLORIDA

COUNTY OF Orange

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID L. WRIGHT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed my official seal in the State and County aforesaid, this 23rd day of June, 1995.



Notary Public
Printed

Name: James C. Murr, Jr.

State of Florida at Large

My commission expires:

My Commission Expires Oct. 27, 1995
Bonded thru Huckleberry & Associates

Commission # CC156282

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: WCG, Inc.

The name and address of the registered agent and office is:

David L. Wright, 800 South Orlando Ave., Maitland,
Florida, 32751

Signature

Title:

Incorporator

Date

7/20/95

Having been named as the registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and

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DIVISION OF CORPORATIONS
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complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.


Registered Agent

Date 7/20/95

95 JUL 28 AM 8:57

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
of
WCG, INC.,
a Florida corporation

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97 NOV 19 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President of WCG, INC., a corporation organized and existing under the laws of the state of Florida (the "Corporation"), having its principal place of business at 800 South Orlando Avenue, Maitland, Florida 32751, does hereby files the following Articles of Amendment:

1. The name of the Corporation is WCG, INC.
2. On AUGUST 20th, 1997, at a special joint meeting, the Board of Directors and Shareholders of the Corporation unanimously adopted the following Resolution:

WHEREAS, the Corporation filed Articles of Incorporation on July 28, 1995; and

WHEREAS, the Shareholders and the Board of Directors deem it desirable that Article IV of the Articles of Incorporation of the Corporation be amended to provide for two separate classes of stock, one voting and one non-voting, as set forth herein,

NOW, THEREFORE, be it resolved that Article IV of the Articles of Incorporation of the Corporation be amended so as to read as follows:

ARTICLE IV

The Corporation shall have two classes of stock as follows:

1. Class A - Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.
2. Class B - Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

3. Each share of common stock of the Corporation which is presently issued and outstanding shall be converted to one share of Class A voting Common Stock.

4. Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights.

BE IT FURTHER RESOLVED that the officers of this Corporation prepare, execute, and file with the Florida Secretary of State, Articles of Amendment setting forth the foregoing, and upon the filing of said Articles, the Articles of Incorporation of the Corporation shall be amended as set forth in this Resolution.

3. The foregoing amendment was approved by the Shareholders of the Corporation and the number of votes cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed this 17th day of NOVEMBER, 1997.

WCG, INC.,
a Florida corporation

By: 

DAVID L. WRIGHT
President

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 17th day of November, 1997, by **David L. Wright**, as President of **WCG, Inc.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced ✓ as identification.

Karen Keene
NOTARY PUBLIC
Print Name: Karen Keene
Commission No.:
My Commission Expires:



Karen Keene
My Commission CC624927
Expires February 25, 2001

APPENDIX "B"

Articles of Merger

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ARTICLES OF MERGER

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ARTICLES OF MERGER

The Articles of Merger entered into this _____ day of December, 1999, by and between BARKER, OSHA & ANDERSON, INC., and GLACE ~~+~~ RADCLIFFE, *Incorporated*, both of which are Florida corporations (sometimes individually called "BARKER, OSHA & ANDERSON, INC." or "GLACE ~~+~~ RADCLIFFE, *Incorporated*" or individually called "Subsidiary Company" or collectively called the "Subsidiary Companies") and WCG, INC., a Florida corporation (hereinafter called the "Surviving Corporation").

WITNESSETH:

WHEREAS, BARKER, OSHA & ANDERSON, INC. has an authorized capital stock consisting of 1,000 shares of Common Stock, par value \$1.00 per share, of which _____ shares have been duly issued and are now outstanding and all such outstanding shares are owned by Surviving Corporation; and

WHEREAS, GLACE ~~+~~ RADCLIFFE, *Incorporated* has an authorized capital stock consisting of the following shares:

1. Class A- Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 5,000 shares of voting common capital stock having a \$10.00 per share par value.
2. Class B- Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 5,000 shares of non-voting common capital stock having a \$10.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights; of such duly authorized shares of Class A Voting Common and Class B Non-Voting Common, there are now _____ shares of Class A- Voting Common Stock duly issued and now outstanding and there are _____ shares of Class B- Non-Voting Common Stock duly issued and now outstanding and all such outstanding shares of Class A- Voting Common Stock and Class B- Non-Voting Common Stock are owned by Surviving Corporation; and

WHEREAS, the Surviving Corporation has an authorized capital stock consisting of the following shares:

1. Class A- Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.

2. Class B- Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights; of which _____ shares of Class A- Voting Common Stock and _____ shares of Class B- Non-Voting Common Stock are duly issued and outstanding; and

WHEREAS, the Boards of Directors of the Subsidiary Companies and of the Surviving Corporation, respectively deem it advisable and generally to the advantage and welfare of the three corporate parties and their respective shareholders that the Subsidiary Companies merge with and into the Surviving Corporation under and pursuant to the provisions of the Florida Business Corporations Act; and

WHEREAS, the respective shareholders of both Subsidiary Companies and of the Surviving Corporation have approved the terms and conditions of the Merger.

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 as follows:

1. Approval. On December _____, 1999, the Directors of the Surviving Corporation and the Directors of each of the Subsidiary Companies unanimously adopted and approved these Articles of Merger by written consents to action, each dated December _____, 1999. The Articles of Merger were unanimously approved in their entirety by the shareholders of both the Subsidiary Companies and were unanimously approved in their entirety by the shareholders of the Surviving Corporation by written consents to action, each dated December _____, 1999.
2. Merger. The Subsidiary Companies shall be and hereby are merged into the Surviving Corporation.
3. Effective Date. These Articles of Merger shall become effective as of January 1, 2000 at 12:01 a.m., but such Effective Date shall require the filing and compliance with the laws of the State of Florida by proper filing on or before the Effective Date.
4. Surviving Corporation. WCG, INC., the Surviving Corporation, shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of the Subsidiary Companies shall cease forthwith upon the Effective Date.

5. Authorized Capital. The authorized capital stock of the Surviving Corporation following the Effective Date shall be as follows:

- a. Class A- Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.
- b. Class B- Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights; of which _____ shares of Class A- Voting Common Stock and _____ shares of Class B- Non-Voting Common Stock are duly issued and outstanding; such authorized capital stock of the Surviving Corporation shall be as set forth herein, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the Corporation or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the Surviving Corporation or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the Surviving Corporation, amended as set forth on attached Exhibit "A". Such Articles of Incorporation, as amended, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of the Surviving Corporation.
7. ByLaws. The ByLaws of the Surviving Corporation 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.
8. Further Assurance of Title. If at any time, the Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title, or interest of the Subsidiary Companies held immediately prior to the Effective Date, the Subsidiary Companies and each of its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving

Corporation as shall be necessary to carry out the purposes of these Articles of Merger, and the Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Subsidiary Companies or otherwise.

9. Shares of Surviving Corporation. Each share of Surviving Corporation on the Effective Date of the merger shall thereupon, without further action, become one common share of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.
10. Cancellation of Subsidiary Shares. All authorized and outstanding shares of BARKER, OSHA & ANDERSON, INC. and GLACE ~~+~~ RADCLIFFE, ^{Incorporated} the Subsidiary Companies, such shares being owned in their entirety by Surviving Corporation, and all rights in respect thereof, shall be cancelled forthwith on the Effective Date of the merger, and the certificates representing such shares shall be surrendered and cancelled.
11. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the Surviving Corporation in accordance with the following:
 - (a) The assets and liability of the Subsidiary Companies shall be recorded at the amounts at which they are carried on the books of the Subsidiary Companies immediately prior to the Effective Date.
 - (b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the Surviving Corporation resulting from the conversion and cancellation of the outstanding Common Shares of the Subsidiary Companies.
 - (c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the Subsidiary Companies immediately prior to the Effective Date.
 - (d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the Subsidiary Companies immediately prior to the Effective Date.
12. Directors. The names of the first directors of the Surviving Corporation shall be _____ in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

Name: _____ Address: _____

Name: _____ Address: _____

Name: _____ Address: _____

13. Officers. The names of the first officers of the Surviving Corporation shall be _____ in number and are as follows:

Name:

Offices:

President

Vice President

Secretary

Treasurer

14. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-laws of the Surviving Corporation.

15. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

BARKER, OSHA & ANDERSON, INC.

Approved by the Board of Directors and sole Stockholder at a meeting duly held on December ____, 1999.

By: _____

President

Attest:

_____, Secretary

WCG, INC. - "Surviving Corporation"

Approved by the Board of Directors and all of its Stockholders by written consent on December ____, 1999.

By: _____

President

Attest:

_____, Secretary

GLACE ~~★~~ RADCLIFFE, *Incorporated*

Approved by the Board of Directors and sole Stockholder at a meeting duly held on December ____, 1999.

By: _____

President

Attest:

_____, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

On this _____ day of December, 1999, before me, the undersigned, personally appeared _____ and _____, known to me to be the President and Secretary, respectively, of BARKER, OSHA & ANDERSON, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

NOTARY PUBLIC

My Commission Number

My Commission Expires

STATE OF FLORIDA
COUNTY OF ORANGE

On this _____ day of December, 1999, before me, the undersigned, personally appeared _____ and _____, known to me to be the President and Secretary, respectively, of GLACE & RADCLIFFE, *Incorporated*, a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

NOTARY PUBLIC

My Commission Number

My Commission Expires

STATE OF FLORIDA
COUNTY OF ORANGE

On this _____ day of December, 1999, before me, the undersigned, personally appeared _____ and _____, known to me to be the President and Secretary, respectively, of WCG, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of _____ and _____ and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

NOTARY PUBLIC

My Commission Number

My Commission Expires

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EXHIBIT "A"

The Articles of Incorporation for WCG, Inc. (the "Surviving Corporation") shall be read to contain the following modified articles:

ARTICLE V- ADDRESS AND REGISTERED AGENT

The registered agent of the corporation shall be DAVID L. WRIGHT, whose address is 630 N. Wymore Road, Suite 370, Maitland, FL 32751, and the registered address of the corporation in the State of Florida shall be 630 N. Wymore Rd., Suite 370, Maitland, FL 32751.

Except for the above modified article, all original Articles of Incorporation not modified by these Articles of Merger are hereby reaffirmed and restated.

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