

P95000078454



ACCOUNT NO. : 072100000032

REFERENCE : 168320 80457A

AUTHORIZATION :

*Patricia Pizots*

COST LIMIT : \$ 78.75

ORDER DATE : March 15, 1999

ORDER TIME : 10:59 AM

ORDER NO. : 168320-005

CUSTOMER NO: 80457A

100002806251--0

CUSTOMER: Ms. Tammy A. Gavin  
Black Crotty Sims Hubka  
501 North Grandview Avenue

Daytona Beach, FL 32118

*Merger*

ARTICLES OF MERGER

FACILITY INVESTMENTS, INC.

INTO

FACILITY INVESTMENTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*DR*  
3/16/99

FILED  
99 MAR 15 AM 10:09  
RECEIVED  
99 MAR 15 PM 12:07  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FACILITY INVESTMENTS, INC., a Florida corporation P95000078454  
,

INTO

**FACILITY INVESTMENTS, INC..** a Nevada corporation not qualified in Florida

File date: March 15, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER OF  
FACILITY INVESTMENTS, INC., a Florida corporation  
into FACILITY INVESTMENTS, INC., a Nevada corporation**

THE UNDERSIGNED, DANIEL W. HOUSER, Vice President and GLENN R. PADGETT, Assistant Secretary, hereby execute and deliver to the Florida Secretary of State for filing these Articles of Merger for the merger of Facility Investments, Inc., a Florida corporation ("Facility/Florida") into Facility Investment, Inc., a Nevada corporation ("Facility/Nevada") and respectfully state:

1. On December 29, 1998, Facility/Florida and Facility/Nevada adopted a plan of merger wherein Facility/Florida would merge into Facility/Nevada with Facility/Nevada the surviving corporation in the merger.

2. The effective date of the merger of Facility/Florida into Facility/Nevada was December 31, 1998, the date upon which the Articles of Merger were filed with the Nevada Secretary of State. A certified copy of those Articles of Merger, certified by the Nevada Secretary of State, is attached as Exhibit "A" to these Articles of Merger.

3. The plan of merger set forth in these Articles of Merger was adopted by the boards of directors of Facility/Florida and Facility/Nevada on December 29, 1998.

4. The sole shareholder of Facility/Florida and Facility/Nevada approved the plan of merger set forth in these Articles of Merger on December 29, 1998.

5. The sole shareholder of Facility/Florida shall submit its shares of stock in Facility/Florida to the treasurer of Facility/Nevada in cancellation of those shares and shall receive, in exchange for such cancellation, all issued and outstanding shares of stock in Facility/Nevada, the surviving corporation, as a part of the plan of merger. There are no other rights concerning the acquisition of shares, obligations or other securities of Facility/Nevada nor any other conversion of the same into cash or other property.

**EXECUTED** effective the 31st day of December, 1998.

Facility Investments, Inc., a  
Florida corporation

By: Daniel W. Houser  
Daniel W. Houser, Vice President

Attest: Glenn R. Padgett  
Glenn R. Padgett,  
Assistant Secretary

Facility Investments, Inc., a  
Nevada corporation

By: Daniel W. Houser  
Daniel W. Houser, Vice President

Attest: Glenn R. Padgett  
Glenn R. Padgett,  
Assistant Secretary

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

DEC 31 1998  
No. C30038-98  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER  
FOR THE MERGER OF  
FACILITY INVESTMENTS, INC.,  
A FLORIDA CORPORATION  
INTO  
FACILITY INVESTMENTS, INC.,  
A NEVADA CORPORATION**

In accordance with Chapter 92A of the Nevada Revised Statutes, Facility Investments, Inc., a Nevada corporation, desiring to effect a merger in accordance with Sections 92A.200 through 92A.240, inclusive, of the Nevada Revised Statutes, does, on the 29 day of December, 1998, hereby certify and state that:

1. The name of the corporation surviving the merger is Facility Investments, Inc., a Nevada corporation ("Facility-NV").
2. The name of the constituent corporation to be merged into Facility-NV is Facility Investments, Inc., a Florida corporation ("Facility-FL").
3. A Plan of Merger between Facility-NV and Facility-FL providing for the merger of Facility-FL into Facility-NV has been adopted by the Board of Directors of each corporation that is a party to the merger.
4. The Plan of Merger was submitted to the stockholders of Facility-NV pursuant to Chapter 92A of Nevada Revised Statutes and Facility-FL pursuant to Chapter 607, Florida Statutes.
5. Only the holders of common stock of Facility-NV and Facility-FL were entitled to vote on the Plan of Merger.
6. There is issued and outstanding one thousand (1,000) shares of common stock of Facility-NV entitled to vote upon the merger.
7. The Plan of Merger was approved by the written consent of the sole stockholder of Facility-NV.
8. There are issued and outstanding 1,000 shares of common stock of Facility-FL entitled to vote upon the merger.



9. The Plan of Merger was approved by the written consent of the stockholders of Facility-FL.

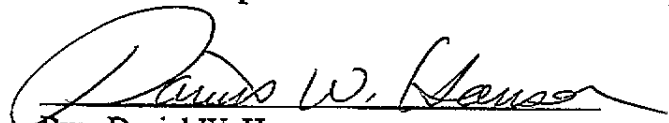
10. A duly executed Plan of Merger is on file at the registered office of Facility-NV at 100 West Liberty Street, Tenth Floor, Reno, Nevada 89501, and a copy will be furnished by Facility-NV upon request and without cost to any stockholder of any corporation which is a party to the merger.

11. No amendments to the Articles of Incorporation of Facility-NV were affected under the Plan of Merger.

12. The merger shall be effective at the close of business on the date these Articles of Merger are filed in the office of the Secretary of State of the State of Nevada.

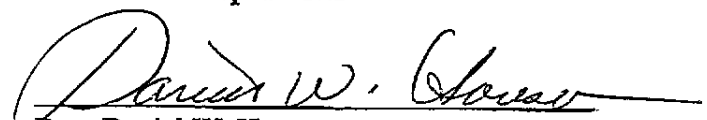
IN WITNESS WHEREOF, these Articles of Merger have been executed by Facility-NV and Facility-FL, all on the date first above written.


**FACILITY INVESTMENTS, INC.,**  
a Nevada corporation

  
By: Daniel W. Houser  
Its: Vice President

  
By: Glenn R. Padgett  
Its: Assistant Secretary

**FACILITY INVESTMENTS, INC.,**  
a Florida corporation

  
By: Daniel W. Houser  
Its: Vice President

  
BY: GLENN R. PADGETT  
ITS: ASSISTANT SECRETARY

STATE OF GEORGIA     )  
                                   ) SS  
 COUNTY OF CHATHAM    )

This instrument was acknowledged before me on DECEMBER 29 1998, by **Daniel W. Houser** as Vice President of **Facility Investments, Inc.**, a Nevada corporation.  
**AND GLENN R. PADGETT AS ASSISTANT SECRETARY**

*Sandra G. Smith*  
 Notary Public  
 My Commission Expires:

Notary Public, Fulton County, Georgia  
 My Commission Expires November 17, 2002

STATE OF GEORGIA     )  
                                   ) SS  
 COUNTY OF CHATHAM    )

This instrument was acknowledged before me on DECEMBER 29, 1998, by **Daniel W. Houser** as Vice President of **Facility Investments, Inc.**, a Florida corporation.  
**AND GLENN R. PADGETT AS ASSISTANT SECRETARY**

*Sandra G. Smith*  
 Notary Public  
 My Commission Expires:

Notary Public, Fulton County, Georgia  
 My Commission Expires November 17, 2002