

P96000015918

ROBERT L. UNDERWOOD  
LAW OFFICES

Robert L. Underwood, III\*  
John A. Swanson†  
Carl A. Bertoch ‡, Of Counsel

1250 24th Street, N.W. Suite 300  
Washington, D.C. 20037  
Tel:(202)835-1684/Fax:(202)466-3079

537 East Park Avenue  
Tallahassee, FL 32301  
Tel:(904)224-7040/Fax:(904)224-2406

\* Licensed in D.C. and Florida only  
† Licensed in NC only  
‡ Licensed in Florida & Ohio only

Pager: (800)386-7089  
Main Tel: (800) 686-1615  
Main Fax: (919)781-9663  
Voice Mail (919)990-2662  
Mobile: (407)341-1565  
E-Mail:RLULAW@AOL.COM

April 27, 1998

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

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-04/28/98--01136--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger of Gulf Coast Management Consultants, Inc.  
into Hart River Company

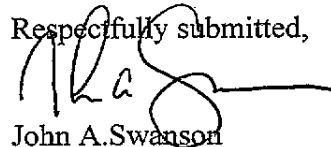
Dear Secretary of State:

Enclosed are the Articles and Plan of Merger of Gulf Coast Management Consultants, Inc. into Hart River Company with the filing fee of \$70 ( \$35 for each party). After filing, please return the enclosed copy stamped "filed" in the attached self addressed stamped envelope to:

Robert L. Underwood  
3900 City of Oaks Wynd  
Raleigh, NC 27612

Thank you for your assistance.

Respectfully submitted,

  
John A. Swanson

*Merger*

VS MAY 6 1998

FILED  
APR 28 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

GULF COAST MANAGEMENT CONSULTANTS, INC., a Florida corporation,  
P96000049558

,

INTO

**HART RIVER COMPANY**, a Florida corporation, P96000015918.

File date: April 28, 1998

Corporate Specialist: Velma Shepard

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
  - (a) The Plan of Merger was adopted by **GULF COAST MANAGEMENT CONSULTANTS, INC.** by unanimous written consent of the Directors and Shareholders on December 31, 1997.
  - (b) The Plan of Merger was adopted by **HART RIVER COMPANY** by unanimous written consent of the Directors and Shareholders on December 31, 1997.
3. The name of the surviving corporation is **HART RIVER COMPANY**, a Florida corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

DATED: December 31, 1997

**GULF COAST MANAGEMENT  
CONSULTANTS, INC.**

ATTEST: Anne Underwood  
Secretary

Robert L. Underwood  
Robert L. Underwood  
President/Director

ATTEST: Anne Underwood  
Secretary

**HART RIVER COMPANY**  
Robert L. Underwood  
Robert L. Underwood  
President/Director

## **MERGER AGREEMENT**

Agreement made this 31st day of December, 1997, between **GULF COAST MANAGEMENT CONSULTANTS, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at 342 Green Dolphin Drive, Cape Haze, FL 33946, and **HART RIVER COMPANY**, a corporation organized under the laws of the State of Florida, having its principal office and place of business at 342 Green Dolphin Drive, Cape Haze, FL 33946

### **RECITALS**

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **GULF COAST MANAGEMENT CONSULTANTS, INC.** be merged into **HART RIVER COMPANY**.

**HART RIVER COMPANY** owns one hundred percent of **GULF COAST MANAGEMENT CONSULTANTS, INC.**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106, Florida Statutes, that **GULF COAST MANAGEMENT CONSULTANTS, INC.** shall be merged into **HART RIVER COMPANY** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

### **SECTION ONE HART RIVER COMPANY TO BE SURVIVING CORPORATION**

**GULF COAST MANAGEMENT CONSULTANTS, INC.** shall be merged into **HART RIVER COMPANY** and the corporate existence of **GULF COAST MANAGEMENT CONSULTANTS, INC.** shall cease and the corporate existence of **HART RIVER COMPANY** shall continue under the name of **HART RIVER COMPANY**, which shall become the owner,

**SECTION TWO  
PRINCIPAL OFFICE**

The principal office of **HART RIVER COMPANY** shall remain the principal office of the corporation following this merger.

**SECTION THREE  
OBJECTS AND PURPOSES**

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 607, Florida Statutes.

**SECTION FOUR  
ARTICLES OF INCORPORATION**

The Articles of Incorporation of **HART RIVER COMPANY** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

**SECTION FIVE  
BY-LAWS**

The present By-Laws of **HART RIVER COMPANY** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

**SECTION SIX  
NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors of **HART RIVER COMPANY** following the merger, and who shall hold office until the first annual meeting of the shareholders of **HART RIVER COMPANY** following the merger, are as follows:

| <u>Name</u>            | <u>Address</u>                               |
|------------------------|--|
| D. Anne Underwood      | 342 Green Dolphin Drive, Cape Haze, FL 33946 |
| Heather Underwood Ashe | 342 Green Dolphin Drive, Cape Haze, FL 33946 |
| Robert L. Underwood    | 342 Green Dolphin Drive, Cape Haze, FL 33946 |

#### **SECTION SEVEN EXTRAORDINARY TRANSACTIONS**

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

#### **SECTION EIGHT REGISTERED AGENT OF SURVIVING CORPORATION**

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

| <u>Name</u>         | <u>Address</u>                                |
|---------------------|---|
| Robert L. Underwood | 537 East Park Avenue<br>Tallahassee, FL 32301 |

**SECTION NINE**  
**ASSETS OF DISAPPEARING CORPORATION**

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **GULF COAST MANAGEMENT CONSULTANTS, INC.** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

**SECTION TEN**  
**LIABILITIES OF DISAPPEARING CORPORATION**

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **GULF COAST MANAGEMENT CONSULTANTS, INC.** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

**SECTION ELEVEN**  
**EFFECTIVE DATE OF AGREEMENT**

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

**SECTION TWELVE**  
**OFFICERS OF SURVIVING CORPORATION**

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

President:                      Robert L. Underwood

Secretary:

D. Anne Underwood

**SECTION THIRTEEN  
CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **GULF COAST MANAGEMENT CONSULTANTS, INC.** outstanding on the effective date of the merger shall thereupon, without further action, become one share of common stock of **HART RIVER COMPANY**. Further, after this merger, **HART RIVER COMPANY** shares shall be owned fifty percent by **HEATHER LEIGHANNE UNDERWOOD IRREVOCABLE TRUST** and fifty percent by **ANNE TAYLOR UNDERWOOD IRREVOCABLE TRUST**.

**IN WITNESS WHEREOF**, the directors, or a majority thereof, of **GULF COAST MANAGEMENT CONSULTANTS, INC.**, and the directors, or a majority thereof of **HART RIVER COMPANY** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:

**HART RIVER COMPANY**

D. Anne Underwood  
D. Anne Underwood  
Corporate Secretary

By: Robert L. Underwood  
Robert L. Underwood, President

Attest:

**GULF COAST MANAGEMENT  
CONSULTANTS, INC.**

D. Anne Underwood  
D. Anne Underwood  
Corporate Secretary

By: Robert L. Underwood  
Robert L. Underwood, President



**Certificate Designating Registered Office  
for the Service of Process Within the  
State of Florida, and Naming the Registered  
Agent Upon Whom Process May be Served**

In compliance with §48.091 and 607.0501 of the Florida Statutes, and as reflected in the Plan of Merger between **GULF COAST MANAGEMENT CONSULTANTS, INC.**, and **HART RIVER COMPANY**, and the Articles of Merger, the following is submitted:

1. That HART RIVER COMPANY, under the laws of the State of Florida, with its principal place of business in the County of Charlotte, State of Florida, has named ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301 as its Registered Agent to accept service of process within the State of Florida.

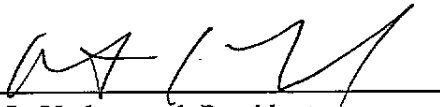
DATED: \_\_\_\_\_

12/31/97

**HART RIVER COMPANY**

By: \_\_\_\_\_

Robert L. Underwood, President

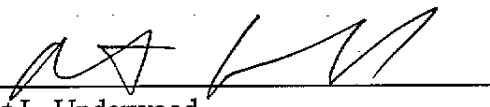


Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: \_\_\_\_\_

12/31/97

Robert L. Underwood



**ACTION BY WRITTEN CONSENT  
OF SHAREHOLDERS AND DIRECTORS  
HART RIVER COMPANY**

Pursuant to the authority contained in the Florida Business Corporation Act, the undersigned directors and shareholders of HART RIVER COMPANY, a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: 12/27/97

Heather Underwood Ashe  
Heather Underwood Ashe, Trustee, Shareholder

Anne Taylor Underwood  
Anne Taylor Underwood, Trustee, Shareholder

Robert L. Underwood  
Robert L. Underwood, Director

D. Anne Underwood  
D. Anne Underwood, Director

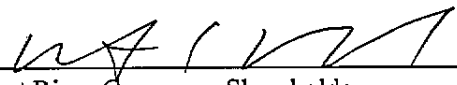
**ACTION BY WRITTEN CONSENT  
OF SHAREHOLDERS AND DIRECTORS  
GULF COAST MANAGEMENT CONSULTANTS, INC.**

Pursuant to the authority contained in the Florida Business Corporation Act, the undersigned directors and shareholders of GULF COAST MANAGEMENT CONSULTANTS, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: 12/24/97

  
Robert L. Underwood, Director

D. Anne Underwood  
D. Anne Underwood, Director

  
Hart River Company, Shareholder  
Robert L. Underwood, President