

P96000027319

WALKER & KOEGLER
ATTORNEYS AND COUNSELORS AT LAW

STEVEN C. KOGLER
JAMES V. WALKER
PHILLIP I. DILLINGHAM
ALAN D. HENDERSON

10151 DEERWOOD PARK BOULEVARD
BUILDING 100, SUITE 200
JACKSONVILLE, FLORIDA 32256-0989

TELEPHONE (904) 998-9800
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REPLY TO:
P.O. BOX 550887
JACKSONVILLE, FL 32255-0887

March 21, 1996

New Filings Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

600001754536
-03/21/96-01071-0017
*****122.50 *****122.50

Re: Tri-State Holdings, Inc.

200001754602
-03/22/96-01076-0017
*****70.00 *****70.00

Gentlemen:

Enclosed herewith are the original Articles of Incorporation for the above entity to be filed in your office. Also enclosed is our check in the amount of \$70.00 to cover the following filing fees:

Filing fee	\$ 35.00
Registered Agent fee	<u>35.00</u>
Total	\$ 70.00

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson

Peggy Adolphson
Legal Assistant

pa
Enclosures

DMC
3/28/96

EFFECTIVE DATE
3-20-96

FILED
96 MAR 22 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRI-STATE HOLDINGS, INC.

FILED

96 MAR 22 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: Tri-State Holdings, Inc.

ARTICLE II.

The Corporation shall have perpetual existence.

EFFECTIVE DATE
3-20-96

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To engage in any activity or business permitted under the laws of the United States of America and of this State;

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

Section 3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

Section 4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the Corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, choses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all

of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

Section 5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country.

patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

ARTICLE V.

The principal office of this Corporation shall be 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida 32256.

ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, and its initial registered agent at that address shall be Steven C. Kogler. The registered office and

registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VII.

This Corporation shall not have a Board of Directors. Exercise of corporate power and management of corporate affairs shall be accomplished by the Shareholders.

ARTICLE VIII.

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE IX.

If all, or any, of the Shareholders or subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X.

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;

- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

ARTICLE XI.

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XII.

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Steven C. Koegler	10151 Deerwood Park Blvd., Bldg. 100, Suite 200 Jacksonville, Florida 32256

ARTICLE XIV.

Section 1. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Shareholders.

Section 2. No officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this

Corporation be void or voidable or affected by reason of the fact that any such officer, or any firm of which any such officer is a member or an employee, or any Corporation of which any such officer is an officer, director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such officer or officers be accountable for any gains or profits realized thereon.

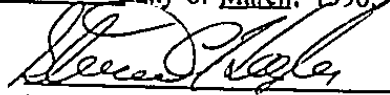
ARTICLE XV.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE XVI.

The date that corporate existence shall begin shall be March 20, 1996. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 20th day of March, 1996.



Steven C. Koegler

STATE OF FLORIDA)

COUNTY OF DUVAL)

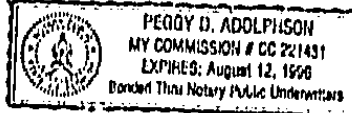
The foregoing Articles of Incorporation were acknowledged before me this 20th day of March, 1996, by Steven C. Kogler, who is personally known to me or who has produced identification.

Peggy D. Adolphson

Notary Public, State of Florida at Large

Notary's Stamped or Printed Name:

My commission expires:



X Personally known.

Produced _____ as identification.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

First, that Tri-State Holdings, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Steven C. Koegler, located at 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity to comply with the provisions of said Act.

By: 

Steven C. Koegler, Registered Agent

P96000027319

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

C.T.B., INC., a Florida corporation, 623734

INTO

TRI-STATE HOLDINGS, INC., a Florida corporation, P96000027319.

File date: October 31, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 70.00

P9600027319

CSC networks

PRESTON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 139379 10915A

AUTHORIZATION *Patricia Pizuts*

COST LIMIT : \$ 70.00

ORDER DATE : October 31, 1996

ORDER TIME : 9:45 AM

500001992465--8

ORDER NO. : 139379-005

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst
Walker & Koegler
Suite 200 Building 100
10151 Deerwood Park Blvd.
Jacksonville, FL 32256

FILED
96 OCT 31 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

C.T.B., INC.

INTO

TRI-STATE HOLDINGS, INC.

RECEIVED
96 OCT 31 AM 11:29
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

Merg
11/1/96 *PC*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1996

CSC NETWORKS
DANIEL W. LEGGETT
TALLAHASSEE, FL

SUBJECT: TRI-STATE HOLDINGS, INC.
Ref. Number: P96000027319

RESUBMIT

Please give original
submission date as file date.

We have received your document for TRI-STATE HOLDINGS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

PAGE 3, THE SIGNATURE PAGE, HAS BOTH CORPORATIONS BEING THE SURVIVING CORPORATION AND JOHN F. JOYNER IS SIGNING FOR BOTH CORPORATIONS.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 896A00050296

RECEIVED
56 NOV - 1 AM 8:47
DIVISION OF CORPORATION

**ARTICLES OF MERGER
OF
C.T.B., INC.
INTO
TRI-STATE HOLDINGS, INC.**

FILED
96 OCT 31 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tri-State Holdings, Inc. (the "surviving corporation"), a corporation organized under the law of Florida, hereby submits these Articles of Merger for the purpose of merging C.T.B., Inc. (the "merging corporation"), a corporation organized under the law of Florida, into the surviving corporation:

I. The following Plan of Merger was duly approved in the manner prescribed by law by the shareholders of each of the corporations participating in the merger:

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER.

C.T.B., Inc., a Florida corporation (the "Merging Corporation") will merge into Tri-State Holdings, Inc., a Florida corporation, which will be the surviving corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION.

After the merger, the Surviving Corporation will have the name "Tri-State Holdings, Inc."

C. MERGER.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. CONVERSION AND EXCHANGE OF SHARES.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. Merging Corporation. Each outstanding share of the Merging Corporation will be converted into and exchanged as follows:

(a) The shares of the Merging Corporation owned by the Surviving Corporation shall be cancelled; and

(b) The remaining, outstanding shares of the Merging Corporation shall be converted into the right to receive the real property owned by the Merging Corporation as of the Effective Time of the Merger.

3. Fractional Shares. No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.

4. Surrender of Share Certificates. Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares to which he is entitled under this Plan. Until so surrendered, each outstanding certificate that prior to the Effective Time represented shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

E. AMENDMENTS TO ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation are not amended by the Articles of Merger.

F. ABANDONMENT.

After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

II. The plan of merger was adopted by the shareholders of the surviving corporation in accordance with the unanimous consent of shareholders pursuant to Section 607.0704 of the Florida Business Corporation Act on October 24, 1996. The plan of merger was adopted by the shareholders of the merging corporation in accordance with the unanimous consent of shareholders pursuant to Section 607.0704 of the Florida Business Corporation Act on October 24, 1996.

III. The merger will become effective at 11:59 o'clock p.m. on October 31, 1996.

This the 29 day of October, 1996.

Surviving Corporation:
Tri-State Holdings, Inc.

By: John F. Joyner
John F. Joyner, President

Non-Surviving Corporation:
C.T.B., Inc.

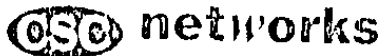
By: John F. Joyner
John F. Joyner, President

c:\joyner\art-merg.tri(wrp)

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-4433

800-342-8086

P96000027319



THE DICKERSON GROUP, INC.

ACCOUNT NO. : 072100000032

REFERENCE : 182094 10915A

AUTHORIZATION :

COST LIMIT : \$PREPAID

ORDER DATE : December 10, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 182094-005

CUSTOMER NO: 10915A

100002024791--1
-12/10/96--01085--020
***122.50 ***122.50

CUSTOMER: Peggy Adolphson, Legal Asst
Walker & Koegler
Suite 200 Building 100
10151 Deerwood Park Blvd.
Jacksonville, FL 32256

ARTICLES OF MERGER

TRI-STATE HOLDINGS, INC.

~~THE DICKERSON GROUP, INC.~~
THE DICKERSON GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

N HENDRICKS DEC 12 1996

FILED
96 DEC 10 PM 2:01
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

P96000027319

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

THE DICKERSON GROUP, INC., A NORTH CAROLINA CORPORATION,
810852.

INTO

TRI-STATE HOLDINGS, INC. which changed its name to

THE DICKERSON GROUP, INC., a Florida corporation, P96000027319

File date: December 10, 1996

Corporate Specialist: Nancy Hendricks



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: TRI-STATE HOLDINGS, INC.
Ref. Number: P96000027319

We have received your document for TRI-STATE HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption by the merging corporation must be included in the document.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 996A00055285

ARTICLES AND PLAN OF MERGER
OF

TRI-STATE HOLDINGS, INC.
(The Surviving Corporation)

AND
THE DICKERSON GROUP, INC.

THESE ARTICLES AND PLAN OF MERGER are entered into this 9th day of December, 1996, between Tri-State Holdings, Inc., a Florida corporation, (the Surviving Corporation) and The Dickerson Group, Inc., a North Carolina corporation (the Merging Corporation). The Surviving Corporation and the Merging Corporation do hereby certify that such Articles and Plan of Merger were approved by the sole shareholder of Tri-State Holdings, Inc. entitled to vote on November 12, 1996 and approved by the shareholders of The Dickerson Group, Inc. entitled to vote on December 9, 1996. The number of votes cast was sufficient for approval.

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER.

The Dickerson Group, Inc., a North Carolina corporation (the Merging Corporation) will merge into Tri-State Holdings, Inc. a Florida corporation, which will be the surviving corporation (the Surviving Corporation).

B. NAME OF SURVIVING CORPORATION.

After the effective date of the merger, the Surviving Corporation will have the name: The Dickerson Group, Inc.

C. MERGER.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger become effective is hereinafter referred to as the Effective Time.

D. CONVERSION AND EXCHANGE OF SHARES.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. Merging Corporation. Each outstanding share of the Merging Corporation will be exchanged:

(a) for each share of preferred stock of the Merging Corporation the holder shall receive \$1.00; and

(b) for each share of common stock of the Merging Corporation the holder shall receive \$0.01.

4. Surrender of Share Certificates. Each holder of a certificate representing shares to be exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor the product of money equal to the number of shares represented by the certificate and the price per share. Until so surrendered, each outstanding certificate that prior to the Effective Time represented shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

E. AMENDMENTS TO ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation are not amended by the Articles of Merger, except to change the name of the Surviving Corporation to The Dickerson Group, Inc.

F. ABANDONMENT.

After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

II. The plan of merger was adopted by the shareholders of the surviving corporation in accordance with the unanimous consent of shareholders pursuant to Section 607.0704 of the Florida Business Corporation Act on November 12, 1996. The plan of merger was adopted by the shareholders of the merging corporation at a special meeting of shareholders at which a quorum was present by majority vote.

III. The merger will become effective upon filing.

This the 9th day of December, 1996.

Surviving Corporation:
Tri-State Holdings, Inc.

By: John F. Joyner
John F. Joyner, President

Merging Corporation:
The Dickerson Group, Inc.

By: John F. Joyner
John F. Joyner, Vice President