

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-3993 F

800-342-8086

P96000027319



networks

TELEPHONE
TELETYPE & FINANCIAL SERVICES

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--028
****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.

~~INTO~~

THE DICKERSON GROUP, INC.

FILED
96 DEC 10 PM 2:01
TALLAHASSEE, FLORIDA

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

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:

FILED
96 DEC 10 PM 2:10
SECRET
TALLANT

(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

AUDIT NUMBER: H97000003512

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA REALTY GROUP, INC.

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is South Florida Realty Group, Inc.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is P.O. Box 10393, Pompano Beach, Florida 33060. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Mark D. Thomson, Esq.
Greenspoon, Marder et al
100 West Cypress Creek Rd., Ste. 700
Ft. Lauderdale, FL 33309
(305) 491-1120
Fla. Bar #845019

AUDIT NUMBER: H97000003512

Article VII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified is:

James P. Lowe

P.O. Box 10393
Pompano Beach, FL 33060

Sue Blalock

P.O. Box 10393
Pompano Beach, FL 33060

Article VIII - Incorporator

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

Mark D. Thomson, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, FL 33309

Article IX - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

AUDIT NUMBER: H97000003512

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article X - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

AUDIT NUMBER: H97000003512

Article XI - Registered Office

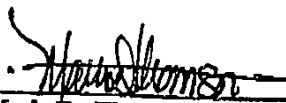
The Registered Agent and registered office of the Corporation shall be:

Mark D. Thomson, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, FL 33309

Article XII - Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of February, 1997.



Mark D. Thomson

crw\lcw\jcm\file.txt

AUDIT NUMBER: H97000003512

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST -- That South Florida Realty Group, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Pompano Beach, County of Broward, State of Florida, has named Mark D. Thomson, Esq. as Registered Agent, who may be served at the registered office located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation,
at place designated in this certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open said office.

Shirley M. Mendenhall
Registered Agent