

P960000030476

ADAMS KLEEMEIER HAGAN HANNAH & FOUTS PLLC

ATTORNEYS AND COUNSELLORS AT LAW

701 GREEN VALLEY ROAD, SUITE 100
GREENSBORO, NC 27408

DANIEL W. FOUTS
ROBERT G. BAYNES
JOHN N. OGBURN, JR.
M. JAY DEVANEY
THOMAS S. THORNTON, JR.
MICHAEL H. GODWIN
W. WINBURNE KING III
F. COOPER BRANTLEY
CHARLES T. HAGAN III
W. B. RODMAN DAVIS
EDWARD V. ZOTIAN
HENRY B. MANGUM, JR.
MARGARET SHEA BURNHAM
PETER G. PAPPAS
WILLIAM M. WILCOX IV
DAVID A. SENTER
J. ALEXANDER S. BARRETT
CHRISTINE L. MYATT
STEVEN D. HEDGES
GARY L. BEAVER

TRUDY A. ENNIS
A. SCOTT JACKSON
JAMES W. BRYAN
LOUISE A. MAULTSBY
R. HARPER HECKMAN
RANDALL W. REAVIS
D. BETH LANGLEY
DAVID S. POKELA
BENJAMIN A. KAHN
J. SCOTT HALE
TONYA BUNN POWELL
DANIEL W. KOENIG
ERIN LEWIS ROBERTS
DANIEL K. HICKS
BROOKS F. BOSSONG
ANDREW L. CHAPIN
THOMAS G. HOOPER
STEVEN K. MCCALLISTER
BRIAN S. CLARKE
MATTHEW L.P. CUMMINGS

HORACE R. KORNEGAY, COUNSEL
CHARLES T. HAGAN, JR., OF COUNSEL
WALTER L. HANNAH, OF COUNSEL

JOHN A. KLEEMEIER, JR. (1911-1973)
WILLIAM J. ADAMS, JR. (1908-1993)
ELIZABETH DUNN WHITE (1954-1995)

GREENSBORO MAILING ADDRESS:
P.O. BOX 3463
GREENSBORO, NC 27402

TELEPHONE: (336) 373-1600
FACSIMILE: (336) 273-5357
www.adamskleemeier.com

ASHEBORO OFFICE: (336) 629-3345

September 18, 2000

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Articles of Merger - Merging Bills II, Inc. into Bills I, Inc.

Dear Sirs:

Enclosed please find one original and one conformed copy of Articles of Merger for the above-referenced corporation, along with a check in the amount of \$78.75 to cover the filing fee. Please return the conformed copy to my attention after filing.

Very truly yours,



William M. Wilcox IV

Enclosures

c: Mr. William B. Rhodes

FILED
00 SEP 20 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

470213.1

S. PAYNE SEP 28 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

BILLS II, INC., a Florida corporation, P96000086485

,

INTO

BILLS I, INC., a Florida entity, P96000030476

File date: September 20, 2000

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
BILLS II, INC.
INTO
BILLS I, INC.

FILED
00 SEP 20 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BILLS I, INC. (the "Surviving Corporation"), a corporation organized under the laws of the State of Florida, hereby submits these Articles of Merger for the purpose of merging BILLS II, INC., a corporation organized under the laws of the State of Florida (the "Merging Corporation"), into the Surviving Corporation:

ARTICLE I

The Agreement and Plan of Merger attached hereto and incorporated herein by reference (the "Plan of Merger") was duly approved in the manner prescribed by law by the board of directors of each of the corporations participating in the merger on September 1, 2000. The Surviving Corporation owns all of the outstanding capital stock of the Merging Corporation, and, accordingly, shareholder approval of the merger is not required.

ARTICLE II

These Articles of Merger will be effective on the date of filing by the Secretary of State.

This 1st day of September, 2000.

BILLS I, INC. (the Surviving Corporation)

By: William B. Rhodes
William B. Rhodes, President

BILLS II, INC. (the Merging Corporation)

By: William B. Rhodes
William B. Rhodes, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated September 1, 2000 (the "Signature Date"), is between BILLS I, INC., a Florida corporation; ("Bills I") and BILLS II, INC., a Florida corporation ("Bills II").

BACKGROUND

The Board of Directors of each of Bills I and Bills II have determined that it is advisable and in the best interests of their respective corporations to cause Bills II to merge with and into Bill I (the "Merger"), upon the terms and conditions set forth in this Agreement. Bills I is the sole shareholder of Bills II. Therefore, in consideration of the mutual agreements set forth in this Agreement, the parties hereby agree as follows:

1. The Merger. Subject to the terms and conditions set forth in this Agreement, and in accordance with the Business Organizations laws of the Florida Statutes (the "Florida Corporation Law"), at the effective time described in Section 2 below (the "Effective Time"), Bills II shall be merged with and into Bills I. At the Effective Time, the separate corporate existence of Bills II shall cease, and Bills I shall continue as the surviving corporation of the Merger.
2. Effective Time of the Merger. The parties shall cause the Merger to be consummated by filing properly signed articles of merger with the Secretary of State of the State of Florida, as provided in the Florida Corporation Law, as soon as practicable. The Merger shall become effective upon the filing of the articles of merger by the Florida Secretary of State.
3. Effects of the Merger. The Merger shall have the effects provided by applicable law, including the provisions of the Florida Corporation Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the properties, rights, privileges, immunities, powers and franchises of Bills II shall vest in Bills I, and all debts, liabilities and duties of Bills II shall become the debts, liabilities and duties of Bills I.
4. Directors and Officers of SDS After the Merger. The directors and officers of Bills I shall continue as the directors and officers of Bills I at and after the Effective Time.
5. Articles of Incorporation and Bylaws. The articles of incorporation of Bills I, as amended and in effect immediately prior to the Effective Time, shall continue to be the articles of incorporation of Bills I at and after the Effective Time, and shall continue as such until thereafter duly amended in accordance with applicable law. The bylaws of Bills I, as amended and in effect immediately prior to the Effective Time, shall be the bylaws of Bills I, and shall continue as such until thereafter duly amended in accordance with applicable law.

6. Cancellation of Shares of Capital Stock. At the Effective Time:

(a) The outstanding shares of Bills I will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of Bills I.

(b) The outstanding shares of Bills II will be canceled without consideration to the shareholders for such shares.

7. Surrender of Share Certificates. At the Effective Time, Bills I shall surrender, or cause to be surrendered, for cancellation all certificates and other instruments evidencing shares of the capital stock owned by it in Bills II.

8. Termination. This Plan may be terminated and abandoned at any time prior to the Effective Time of the Merger by the action of the Board of Directors of either Bills I or Bills II.

9. Amendment. This Plan may be amended in any manner at any time before the Effective Time by the mutual consent of the Boards of Directors of Bills I and Bills II.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date written above.

BILLS I, INC.



William B. Rhodes, President

BILLS II, INC.



William B. Rhodes, President