

P96000030476

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. WINBURN 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
ROBERT A. MASON*
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
BRIAN S. CLARKE
MATTHEW L.P. CUMMINGS
EDWARD P. LORD
GREGORY T. HIGGINS
*ADMITTED IN GEORGIA ONLY

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

December 22, 2000

CHARLES T. HAGAN, JR., OF COUNSEL
WALTER L. HANNAH, OF COUNSEL

Via Federal Express

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

Re: Articles of Merger - Merging Bills I, Inc. and Sunbelt Food Services, Inc. into
Sunbelt Diversified Services, Inc.

Dear Sirs:

Enclosed please find one original and one conformed copy of Articles of Merger for the
above-referenced corporations, along with a check in the amount of \$113.75 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 STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 DEC 27 PM 4: 39
EFFECTIVE DATE
1/1/2001

200003514072--0
-12/27/00--01037--022
****113.75 ****113.75

Merger

V. SHEPARD JAN 9 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

BILLS I, INC., a Florida corporation, P96000030476

SUNBELT FOOD SERVICES, INC., a North Carolina corporation not qualified in
Florida

INTO

SUNBELT DIVERSIFIED SERVICES, INC.. a North Carolina corporation not
qualified in Florida

File date: December 27, 2000, effective January 1, 2001

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
BILLS I, INC. AND SUNBELT FOOD SERVICES, INC.
INTO
SUNBELT DIVERSIFIED SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 27 PM 4:39

EFFECTIVE DATE
1/1/2001

SUNBELT DIVERSIFIED SERVICES, INC. (the "Surviving Corporation"), a corporation organized under the laws of the State of North Carolina, hereby submits these Articles of Merger for the purpose of merging BILLS I, INC., a corporation organized under the laws of the State of Florida, and SUNBELT FOOD SERVICES, INC., a corporation organized under the laws of the State of North Carolina (Bills I, Inc. and Sunbelt Food Services, Inc. collectively referred to as the "Merging Corporations"), 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 shareholders of each of the corporations participating in the merger on December 21, 2000.

ARTICLE II

The address of the principal office of the Surviving Corporation is 901-E Norwalk Street Greensboro, NC 27407.

ARTICLE III


The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to this merger, and the Surviving Corporation agrees to promptly pay to the dissenting shareholders of each Florida corporation that is a party to this merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

ARTICLE IV


These Articles of Merger will be effective on the later of (1) filing by the Secretary of State, or (2) 12:01 a.m., January 1, 2001.

This 22nd day of December, 2000.


SUNBELT DIVERSIFIED SERVICES, INC. (the
Surviving Corporation)

By: 
William B. Rhodes, President

SUNBELT FOOD SERVICES, INC. (a Merging
Corporation)

By: 
William B. Rhodes, President

BILLS I, INC. (a Merging Corporation)

By: 
William B. Rhodes, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated December 21, 2000 (the "Signature Date"), is between SUNBELT DIVERSIFIED SERVICES, INC., a North Carolina corporation ("SDS"); SUNBELT FOOD SERVICES, INC., a North Carolina corporation ("SFS"); BILLS I, INC., a Florida corporation; ("Bills I"); THE RHODES COMPANIES, LLC, a North Carolina limited liability company ("Rhodes"); and WILLIAM F. CALDWELL, an individual residing in Ponte Vedra Beach, Florida ("Caldwell"); with all of the foregoing collectively termed the "parties".

BACKGROUND

The Board of Directors of each of SDS, SFS, and Bills I have determined that it is advisable and in the best interests of their respective corporations and the shareholders thereof to cause SFS, and Bills I to merge with and into SDS (the "Merger"), upon the terms and conditions set forth in this Agreement. Rhodes and Caldwell, being the owners of all of the issued and outstanding shares of capital stock of each of the aforementioned corporations, have voted or have agreed to vote in favor of the Merger.

The parties intend, by signing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the merger to qualify as a tax-free, "type A" reorganization under the provisions of Sections 368(a)(1)(A) of the Code. Therefore, in consideration of the 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 State of Florida (the "Florida Corporation Law"), and the North Carolina Business Corporation Act (the "North Carolina Corporation Law"), at the effective time described in Section 2 below (the "Effective Time"), SFS and Bills I shall be merged with and into SDS. At the Effective Time, the separate corporate existence of SFS and Bills I shall cease, and SDS 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 (i) properly signed articles of merger in the form attached as Exhibit A with the Secretary of State of the State of Florida, as provided in the Florida Corporation Law, and (ii) properly signed articles of merger in the form attached as Exhibit B with the Secretary of State of the State of North Carolina, as provided in the North Carolina Corporation Law, as soon as practicable. The Merger shall become effective upon the latest to occur of the filing of the articles of merger by the Florida Secretary of State, the filing of the articles of merger by the of the North Carolina Secretary of State, or January 1, 2001.
3. Effects of the Merger. The Merger shall have the effects provided by applicable law, including the provisions of the Florida Corporation Law and the North Carolina 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 SDS, SFS and Bills I shall vest in SDS, and all debts, liabilities and duties of SFS and Bills I shall become the debts, liabilities and duties of SDS.

4. Directors and Officers of SDS After the Merger. The directors and officers of SDS shall continue as the directors and officers of SDS at and after the Effective Time.

5. Articles of Incorporation and Bylaws. The articles of incorporation of SDS, as amended and in effect immediately prior to the Effective Time, shall continue to be the articles of incorporation of SDS at and after the Effective Time, and shall continue as such until thereafter duly amended in accordance with applicable law. The bylaws of SDS, as amended and in effect immediately prior to the Effective Time, shall be the bylaws of SDS, 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 SDS will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of SDS.

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

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

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 SDS, SFS or Bills I.

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 SDS, SFS or Bills I.

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

SUNBELT DIVERSIFIED SERVICES, INC.



William B. Rhodes, President

SUNBELT FOOD SERVICES, INC.

A handwritten signature in black ink, appearing to read 'W B Rhodes', written over a horizontal line.

William B. Rhodes, President

BILLS I, INC.

A handwritten signature in black ink, appearing to read 'W B Rhodes', written over a horizontal line.

William B. Rhodes, President

Exhibit A

**ARTICLES OF MERGER
OF
BILLS I, INC. AND SUNBELT FOOD SERVICES, INC.
INTO
SUNBELT DIVERSIFIED SERVICES, INC.**

SUNBELT DIVERSIFIED SERVICES, INC. (the "Surviving Corporation"), a corporation organized under the laws of the State of North Carolina, hereby submits these Articles of Merger for the purpose of merging BILLS I, INC., a corporation organized under the laws of the State of Florida, and SUNBELT FOOD SERVICES, INC., a corporation organized under the laws of the State of North Carolina (Bills I, Inc. and Sunbelt Food Services, Inc. collectively referred to as the "Merging Corporations"), into the Surviving Corporation:

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ARTICLE III

The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to this merger, and the Surviving Corporation agrees to promptly pay to the dissenting shareholders of each Florida corporation that is a party to this merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.


ARTICLE IV

These Articles of Merger will be effective on the later of (1) filing by the Secretary of State, or (2) 12:01 a.m., January 1, 2001.

Exhibit A
(continued)

This 22nd day of December, 2000.

SUNBELT DIVERSIFIED SERVICES, INC. (the
Surviving Corporation)

By: 
William B. Rhodes, President

SUNBELT FOOD SERVICES, INC. (a Merging
Corporation)

By: 
William B. Rhodes, President

BILLS I, INC. (a Merging Corporation)


By: 
William B. Rhodes, President

Exhibit B

**ARTICLES OF MERGER
OF
BILL I, INC. AND SUNBELT FOOD SERVICES, INC.
INTO
SUNBELT DIVERSIFIED SERVICES, INC.**

SUNBELT DIVERSIFIED SERVICES, INC. (the "Surviving Corporation"), a corporation organized under the laws of the State of North Carolina, hereby submits these Articles of Merger for the purpose of merging BILLS I, INC., a corporation organized under the laws of the State of Florida, and SUNBELT FOOD SERVICES, INC., a corporation organized under the laws of the State of North Carolina (Bills I, Inc. and Sunbelt Food Services, Inc. collectively referred to as the "Merging Corporations"), into the Surviving Corporation:

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ARTICLE II

These Articles of Merger will be effective on the later of (1) filing by the Secretary of State, or (2) 12:01 a.m., January 1, 2001.

This 22nd day of December, 2000.

SUNBELT DIVERSIFIED SERVICES, INC. (the
Surviving Corporation)

By: 
William B. Rhodes, President