## P96000032192

#### RAYMOND & RAYMOND

PROPESSIONAL ASSOCIATION 1200 NORTH PHDERAL HIGHWAY, SUITE 411 HOCA RATON, PLORIDA 33432

VERO BEACH OFFICIE RAYMOND & RAYMOND, P.A. 2001 OCEAN DRIVE, SUITE 202-B VERO BEACH, PLORIDA 22901 TELEPHONE (407) 234-4543 TELECOPIER (407) 234-4633 TELEPHONE (407) 368-2151 TELECOPHR (407) 368-4668 MICHIGAN OFFICE, RAYMOND & BAYMOND, P.C. 305 NORTH WOODWARD AVENUE, SUITE 2800 BEXONUBLE HELS, RECHIGAN 44304 THE PHONE (AIO) 542-2523 THE PHONE (AIO) 231-2451

OUR FILE NUMBER:

April 2, 1996

5000001768415 74492955019927-021 744122550

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
McDonaldS

Re: MEG, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee \$ 35.00
Resident Agent Fee 35.00
Certified Copies 52.50

TOTAL:

\$122.50

Please direct the certified copy of the Articles and any questions to the undersigned.  $\Xi_{\infty}$ 

Sincerely, RAYMOND & RAYMOND,

Kera J. Draetta
Corporate Paralegal

PR 12 PH 2: C

Enclosures

(502)



April 10, 1996

KERA J. DRAETTA, CORPORATE PARALEGAL RAYMOND & RAYMOND 1200 N FEDERAL HIGHWAY STE 411 BOCA RATON, FL 33432

SUBJECT: MEG, INC.

Ref. Number: W96000007788

We have received your document for MEG, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie Corporate Specialist Supervisor

Letter Number: 996A00016511

### LAW OFFICES RAYMOND & RAYMOND

PROFESSIONAL ASSOCIATION 1200 NORTH FEDHRAL HIGHWAY, SUITE 411 BOCA RATON, PLORIDA 33432

YERO BEACH OFFICE: RAYMOND & RAYMOND, P.A. 1861 OCEAN DRIVE, SUFE 202-B VERO BEACH, FLORIDA 12905 TELL PHONE (407) 234-378 TELL COPIER (407) 234-463) TBLEPHONB (407) 368-2151 TBLECOPIER (407) 368-4668 MICHIGAN OFFICIS RAYMOND & RAYMOND, P.C. 303 NORTH WOODWARD AVENUE, SUFER 2000 BLOOMFIELD BILLS, MICHIGAN 40304 TELEPHONE (810) 642-2532 THEECOPER (810) 238-23831

April 2, 1996

#### VIA FEDERAL EXPRESS

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

Re: MEG MCDONALDS, INC.

Dear Ms. Mc Duffie:

Thank you for your assistance with regard to this matter. Pursuant to our telephone conversation, I have enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copies	52.50
TOTAL:	\$122.50

Please direct the certified copy of the Articles via the enclosed Federal Express and any questions to the undersigned.

Once again, Thank you, I appreciate your assistance with this filing.

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta

Corporate Paralegal

Enclosures

ARTICLES OF INCORPORATION

FILED

OF

96 APR 12 PM 2:08

SECKED AT OF STATE TALLAHASSEE, FLORIDA

MEG MCDONALDS, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

#### ARTICLE I

The name of this corporation is MEG MCDONALDS, INC..

#### ARTICLE\_II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

#### ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE IV

The street address of the Corporation shall be 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432. The name of the Corporation's initial registered agent is John J. Raymond, Jr..

#### ARTICLE\_V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

Name

Address

Robert A. Straub

c/o John J. Raymond, Jr. RAYMOND & RAYMOND, P.A. 1200 North Federal Highway Suite 411

Boca Raton, FL 33432

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is John J. Raymond, Jr., 1200 North Federal Highway, Suite 411, Boca Raton, FL.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this | | day of April, 1996.

John J. Raymond de John J. Raymond, Jr., Incorporator

STATE OF Florida ) , ss. COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this 0 day of March, 1996, by John J. Raymond, Jr., who is personally known to me and did take an oath.



Mila X. Machh

CERTIFICATE DESIGNATING PLACE OF BUSINESS FILED

OR DOMICILE FOR THE SERVICE OF PROCESS 96 APR 12 PH 2: 08

WITHIN THIS STATE, NAMING THE AGENT UPON SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That MEG MCDONALDS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432, has named John J. Raymond, Jr. located at 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

John J. Raymond Jr.

## P96000032192

#### RAYMOND & RAYMOND

PROPISSIONAL ASSOCIATION 1200 NORTH FUDERAL HIGHWAY, SUITH 411 BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE RAYMOND & RAYMOND, P.A. 2801 OCEAN DRIVE, SUITE 202-B VERO BEACH, FLOREDA 32903 1ELECTIONIE (407) 234-368 THE TEOPIER (407) 234-4643 THERPHONE (407) 368-2151 THEECOPIER (407) 368-4668 MICHEAN OFFICE: RAYMOND & RAYMOND, P.C. 303 NORTH WOODWARD AVENUE, \$10 FE 2200 BLOOMFIELD HILLS, MICHEAN 48304 TILLIPHONE (\$10) 642-2522 TELECOPIER (\$10) 233-2831

April 18, 1995

500001791515 -04/23/96--01171--014 \*\*\*\*\*87.50 \*\*\*\*\*87.50

VIA FEDERAL EXPRESS Secretary of State Corporation Division 409 East Gaines Street Tallahassee, FL 32399 ATTN: Mr. Steven Harris

Re: MEG MCDONALD'S, INC.

5H 49

2:2:

Dear Mr. Harris:

Enclosed are the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed are the Articles of Amendment to the Articles of Incorporation for MEG MCDONALD'S, INC. along with a check in the amount of \$87.50 for filing fees.

MEG MCDONALD'S, INC. AMENDMENT \$35.00 CERTIFIED COPY \$52.50

TOTAL FEES

\$87.50

Please direct a certified copy of the Articles of Amendment to the Articles of Incorporation for MEG MCDONALD'S, INC. and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta

Corporate Paralegal

Enclosure

#### ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MEG MCDONALD'S, INC.

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Pursuant to the Florida Statutes, the Articles of Incorporation of MEG MCDONALD'S, INC., are hereby amended pursuant to a written consent in lieu of a meeting executed by the holders of all the Corporation's common stock and all the Corporation's Directors on the IVIX day of April, 1996 as follows:

- 1. The name of the Corporation is MEG MCDONALD'S, INC..
- 2. ARTICLE I is hereby amended to read as follows:

The name of the corporation is MEG GROUP, INC..

3. The Amendment was adopted by the Shareholders and Directors on the 18th day of April, 1996.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Articles of Incorporation this day of April, 1996.

John J. Raymond, Jr.
Incorporator/Secretary

# P9600000032192

PROFESSIONAL ASSOCIATION 1200 NORTH PEDERAL HIGHWAY, SUITE 411 BOCA RATON, PLORIDA 33432

VERO BEACH OFFICIE RAYMOND & RAYMOND, P.A. 2801 OCEAN DRIVE, SUITH 202-B VERO BEACH, FLORIDA 21963 TELECOPIER (561) 234-5683 TELEPHONE (561) 368-2151 TELECOPIER (561) 368-4668 MICHIGAN DIFICE: RAYMOND & RAYMOND, P.C. 303 NORTH WOODWARD AVENUE, BUITE 2300 BLOOMFIELD HILLE, MICHIGAN 48304 TELLEPHONE (810) 442-2923 TELLECOMER (810) 238-2831

December 26, 1996

VIA FEDERAL EXPRESS
Mr. Steven Harris
Secretary of State
Amendments & Merger Section
409 East Gaines Street
Tallahassee, FL 32399

Re: MEG Group, Inc.

Dear Mr. Harris:

EC 31 AH ID: 50
ETARY OF STATE
WASSEE, FLORIDA

700002046897---4 -01/06/97--01045--012 \*\*\*\*140.00 \*\*\*\*140.00

Enclosed are the Articles of Merger and Agreement of Merger and Plan of Reorganization for the above referenced entity along with a check in the amount of \$140.00 representing the filing fee.

The effective date for this Merger is January 1, 1997.

Should you have any questions or require any additional information, please do not hesitate to contact me. As always, I appreciate your help. Happy New Year!

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta

Corporate Paralegal

Enclosure

#### ARTICLES OF MERGER Merger Sheet

MERGING:

MEG OF KALAMAZOO, INC., a Michigan corporation, F96000003529 KBM, INC., a Michigan corporation not qualified in Florida JRS, INC., a Michigan corporation not qualified in Florida

INTO

MEG GROUP, INC., a Florida corporation, P96000032192.

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Steven Harris

#### ARTICLES OF MERGER OF

MEG of Kalamazoo, Inc., a Michigan Corporation KBM, Inc., a Michigan Corporation JRS, Inc., a Michigan Corporation

EFFECTIVE DATE

into

95 DEC 31 AH IO: 50 SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### MEG Group, Inc., a Florida Corporation

ARTICLES OF MERGER between MEG of Kalamazoo, Inc., a Michigan Corporation, KBM, Inc., a Michigan Corporation, JRS, Inc., a Michigan Corporation, and MEG Group, Inc., a Florida Corporation.

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act") MEG of Kalamazoo, Inc., a Michigan Corporation, KBM, Inc., a Michigan Corporation, JRS, Inc., a Michigan Corporation, and MEG Group, Inc., a Florida Corporation adopt the following Articles of Merger:

- 1. The Agreement and Plan of Merger dated 1 1 97, between MEG of Kalamazoo, Inc., a Michigan Corporation, KBM, Inc., a Michigan Corporation, JRS, Inc., a Michigan Corporation, and MEG Group, Inc., a Florida Corporation was approved and adopted by the shareholders of MEG Group, Inc. on 12/31/96.
- 2. The Plan of Merger is attached hereto as exhibit A and incorporated by reference as if fully set forth.
- 3. Pursuant to §607.1105 (1) (b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 26 day of Neember 1996.

ATTEST:

MEG Group, Inc., a Florida corporation

Robert A. Straub, President

(SEAL)

ATTEST:

MEG of Kalamazoo, Inc., a Michigan corporation

Robert A. Straub, President

Garet Kacer

(SEAL)

ATTEST:

Musey. Dearth

(SEAL)

ATTEST:

KBM, Inc., a Michigan Corporation

By: Arou Con Robert A. Straub, President

JRS, Inc., a Michigan Corporation

#### AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated January 1, 1997, by and between MEG Group, Inc., a Florida Corporation, (hereinafter called "MEG") and MEG of Kalamazoo, Inc., a Michigan Corporation, (hereinafter called "MEGKAL"), KBM, Inc. a Michigan Corporation (hereinafter called "KBM"), and JRS, Inc. a Michigan Corporation (hereinafter called "JRS").

#### WHEREAS

- 1. The Board of Directors of MEG, MEGKAL, KBM and JRS have resolved that MEG, MEGKAL, KBM and JRS be merged and pursuant to the Laws of Florida into a single corporation existing under the laws of the State of Florida, to wit, MEG Group, Inc., a Florida corporation which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
- 2. The authorized capital stock of MEG consists of 100,000 shares of Common Stock with a par value of \$.01 per share (hereinafter called MEG Common Stock"), of which 1,000 shares are issued and outstanding;
- 3. The authorized capital stock of MEGKAL consists of 50,000 shares of Common Stock with \$1.00 par value (hereinafter called MEGKAL Common Stock"), of which 1,000 shares of which are issued and outstanding; and
- 4. The authorized capital stock of KBM consists of 60,000 shares of Common Stock with no par value (hereinafter called KBM Common Stock"), of which 1,000 shares of which are issued and outstanding; and
- 5. The authorized capital stock of JRS consists of 60,000 shares of Common Stock with no par value (hereinafter-called-JRS-Common Stock"), of which 1,000 shares of which are issued and outstanding; and

6. The respective Boards of Directors of MEG, MEGKAL, KBM and JRS have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Laws of the State of Florida that MEG, MEGKAL, KBM and JRS, shall be, at the Effective Date (as herein defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, MEG Group, Inc. a Florida corporation, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

#### 1. Stockholder's Meetings; Filings; Effect of Merger

- 1.1 MEG. MEGKAL. KBM and JRS' Stockholder's Meeting: MEGKAL, KBM and JRS shall call a meeting of its stockholders to be held in accordance with the Laws of the State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.
- 1.2 Action by MEG, MEGKAL, KBM and JRS' as Stockholders of MEGKAL, KBM and JRS. On or before December 31, 1996, Robert A. Straub, as the sole stockholder of MEGKAL, KBM and JRS, shall adopt this Agreement in accordance with the laws of the State of Florida.
- this Agreement is adopted by the stockholders of MEGKAL, KBM and JRS in accordance with the Laws of the State of Florida, (b) this Agreement has been adopted by Robert A. Straub as the sole stockholder of MEGKAL, KBM and JRS, in accordance with the Laws of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions thereof, then a Certificate of Merger shall be filed and recorded in accordance with the Laws of the State of Florida and Articles of Merger shall be filed in accordance with the Laws of the State of Florida. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

On the Effective Date, the 1.4 Certain Effects of Merger. separate existence of MEGKAL, KBM and JRS shall cease, and MEGKAL, KBM, and JRS, shall be merged into MEG Group, Inc., a Florida corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of MEGKAL, KBM, and JRS and all debts due MEGKAL, KBM and JRS on whatever account, as well as for stock subscriptions and all other things in action or belonging to MEGKAL, KBM and JRS, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of MEGKAL, KBM, or JRS; and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, shall not revert or be in any way impaired; but all rights of creditors, and all liens upon any property of MEGKAL, KBM and JRS shall be preserved unimpaired, and all debts, liabilities, and duties of MEGKAL, KBM and JRS shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of MEGKAL, KBM and JRS or the corresponding office's of the Surviving Corporation, may, in the name of MEGKAL, KBM and JRS, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all MEGKAL, KBM and JRS property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

### 2. Name of Surviving Corporation: Certificate of Incorporation: By-Laws

- 2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be MEG Group, Inc.
- 2.2 <u>Certificate of Incorporation</u>. The Certificate of Incorporation of MEG Group, Inc., as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST

shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of MEG Group, Inc., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

#### 3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of MEGKAL, KBM and JRS and the nature and amount of securities of MEG, MEGKAL, KBM and JRS, which the holders of shares of MEGKAL, KBM, and JRS Common Stock are to receive in exchange for such shares, are as follows:

- 3.1 MEG Common Stock. Each one share of MEGKAL, KBM, or JRS Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of MEG Common Stock, and outstanding certificates representing shares of MEGKAL, KBM and JRS Common Stock shall thereafter represent shares of MEG Common Stock. Such certificate may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.
- 3.2 MEGKAL, KBM and JRS Common Stock held by Robert A. Straub. All issued and outstanding shares of MEGKAL, KBM and JRS Common Stock held by Robert A. Straub immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled, and new shares issued pursuant to 3.1.

#### 4. Miscellaneous

- 4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the Shareholders of MEGKAL, KBM and JRS; if the Board of Directors of MEG of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.
- 4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of

counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Robert A. Straub all on the date first above written.

ATTEST:

MEG Group, Inc., a Florida corporation

Robert A. Straub, President

(SEAL)

ATTEST:

MEG of Kalamazoo, Inc., a Michigan corporation

By: Kith C. Shaff Robert A. Straub, President

(SEAL)

ATTEST:

KBM, Inc., a Michigan Corporation

Robert A. Straub, President

(SEAL)

ATTEST:

JRS, Inc., a Michigan Corporation

Robert A. Straub, President

Glour Kacer