P96000041176

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 654845 4378683

AUTHORIZATION :

COST LIMIT : $ PREPAID

97 DEC 31 PM 3:09
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 31, 1997

ORDER TIME : 1:19 PM

ORDER NO. : 654845-005

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*****70.00 *****70.00

CUSTOMER NO: 4378683

CUSTOMER: Daniel D. Akel, Esq
Holbrook Akel Cold Stiefel &
Suite 2301
One Independent Drive
Jacksonville, FL 32202

ARTICLES OF MERGER

TIM PREP LEASING, INC.

INTO

TIM-PREP ENTERPRISES,
INCORPORATED

97 DEC 31 PM 2:03

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: __________

VS JAN 2 1998 Merger

P96000041176

ARTICLES OF MERGER
Merger Sheet

MERGING:

TIM PREP LEASING, INC., a Florida corporation, M88509

INTO

TIM-PREP ENTERPRISES, INCORPORATED, a Florida corporation, P96000041176.

File date: December 31, 1997

Corporate Specialist: Velma Shepard

FILED
97 DEC 31 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES AND PLAN OF MERGER

OF

TIM PREP LEASING, INC.
(the "Merged Corporation")

INTO

TIM-PREP ENTERPRISES, INCORPORATED
(the "Surviving Corporation")

ARTICLES AND PLAN OF MERGER effective the close of business on December 31, 1997 for tax and accounting purposes, between TIM-PREP ENTERPRISES, INCORPORATED, a Florida corporation, hereinafter called "Surviving Corporation," and TIM PREP LEASING, INC., a Florida corporation, hereinafter called "Merged Corporation".

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida with 7,500 shares of authorized common stock of $1.00 par value. The Merged Corporation is a corporation organized under the laws of the State of Florida with 1,000 shares of authorized common stock of $1.00 par value; and

WHEREAS, the directors of the Surviving Corporation and the Merged Corporation, respectively deem it desirable and in the best interests of the corporations and their shareholders that the Merged Corporation be merged into the Surviving Corporation and the corporations desire that they so merge under and pursuant to the laws of the State of Florida; and

WHEREAS, all of the shareholders of the Surviving Corporation and the Merged Corporation have approved these Articles and Plan of Merger at a meeting held on December 30, 1997.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES ADOPT ARTICLES AND PLAN OF MERGER AS FOLLOWS:

1. Effective on the close of business December 31, 1997 for tax and accounting purposes, the "Effective Date", the Merged Corporation shall be deemed to have merged with and into the Surviving Corporation which shall survive the merger and which shall have the same name as heretofore.

2. The name of the Surviving Corporation shall be TIM-PREP ENTERPRISES, INCORPORATED The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it are general in nature and shall be as set forth in the Articles of Incorporation of the Surviving Corporation.

3. On the effective date of the merger, the By-laws of TIM-PREP ENTERPRISES, INCORPORATED shall be the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Surviving Corporation shall have the same directors and officers who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation, and until their successors have been elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized shall be 7,500 shares of $1.00 par value common stock. There are presently outstanding and issued 500 shares of $1.00 par value common stock of the Surviving Corporation and 333 1/3 shares of $1.00 par value common stock of the Merged Corporation. On the effective date of the merger, all of the shares of the common stock of the Merged Corporation outstanding immediately prior to the effective date of this merger shall be converted into and become the outstanding common stock of the Surviving Corporation outstanding immediately prior to the effective date of this merger. Each share of stock of the Surviving Corporation outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of stock of the Surviving Corporation.

6. On the effective date of the merger, all of the property (tangible and intangible), rights, privileges and franchises, of whatsoever nature and description, of the Merged Corporation, including without limitation any chosen in action lawsuits, mortgages, promissory notes and security interests, belonging to the Merged Corporation, shall be transferred to, vested in and shall devolve upon the Surviving Corporation, without further act or deed; and all property rights, privileges and franchises, and every other asset and interest, whether tangible or intangible and real or personal, shall be as effectually the property of the Surviving Corporation as they were of the Merged Corporation, and the title to all real estate vested in the Merged Corporation shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation. All debts, liabilities and duties of the Merged Corporation shall, thereafter, be assumed by and attached to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contacted by the Surviving Corporation.

7. The Surviving Corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Articles or Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

8. The directors and shareholders of the Surviving Corporation and the Merged Corporation unanimously approved and adopted these Articles and Plan of Merger at a meeting held for such purpose on the date of execution of these Articles and Plan of Merger.

9. The officers of the Surviving Corporation and the Merged Corporation shall cause these Articles of Merger to be filed with the Secretary of the State of Florida in conformity with the laws of that State.

10. The Surviving Corporation will furnish a copy of these Articles and Plan of Merger to any of the shareholders of the Merged Corporation and the Surviving Corporation upon request and without charge.

IN WITNESS WHEREOF, the President and Secretary of TIM PREP LEASING, INC., a Florida corporation, and the President and Secretary of TIM-PREP ENTERPRISES, INCORPORATED, Florida corporation, hereby execute these Articles as of the 30th day of December, 1997.

TIM PREP LEASING, INC.

By: ______________________
Its President

ATTEST: ______________________
Its Secretary

(Corporate Seal)

TIM-PREP ENTERPRISES, INCORPORATED

By: ______________________
Its President

ATTEST: ______________________
Its Secretary

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on the 30th day of December, 1997 by Michael H. Stokes, the President of TIM PREP LEASING, INC., a Florida corporation, on behalf of the corporation, ✓ personally known to me; or _____ who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.

Shawn M. Luck
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: SHAWN M. LUCK
My Commission Expires: ______________
Commission No.: ______________

SHAWN M. LUCK
MY COMMISSION # CC423746 EXPIRES
November 30, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on the ___ day of December, 1997 by Michael H. Stokes, the President of TIM-PREP ENTERPRISES, INCORPORATED, a Florida corporation, on behalf of the corporation, ✓ personally known to me; or ____ who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.

Shawn M Luck

NOTARY PUBLIC - STATE OF FLORIDA
Print Name: SHAWN M. LUCK
My Commission Expires: ______________
Commission No.: ______________

SHAWN M. LUCK
MY COMMISSION # CC423746 EXPIRES
November 30, 1998
BONDED THRU TROY FAIN INSURANCE, INC.