



THE UNITED STATES  
CORPORATION  
COMPANY

P96000045278

ACCOUNT NO. : 072100000032

REFERENCE : 614966 121767A

AUTHORIZATION :

COST LIMIT : \$70.00

FILED  
97 NOV 26 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 26, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 614966-005

CUSTOMER NO: 121767A

100002357841--1

CUSTOMER: Ms. Lucy J. Minehan  
Karp & Genauer, P.a.  
Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

ARTICLES OF MERGER

DEDICATED RESOURCES, INC.

INTO

DEDICATED RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett  
EXAMINER'S INITIALS:

RECEIVED  
97 NOV 26 PM 12:15  
DIVISION OF CORPORATION

Morgan/MC  
12/15

P96000045278

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

DEDICATED RESOURCES, INC., a New York corporation qualified in Florida,  
#F95000001656

INTO

DEDICATED RESOURCES OF FLORIDA, INC. which changed its name to  
**DEDICATED RESOURCES, INC.**, a Florida corporation, P96000045278.

File date: November 26, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 1, 1997

CSC  
DANIEL LEGGETT  
TALLAHASSEE, FL

SUBJECT: DEDICATED RESOURCES OF FLORIDA, INC.  
Ref. Number: P96000045278

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for DEDICATED RESOURCES OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

PLEASE READ PARAGRAPH #3. IT APPEARS AS IF THE CORPORATE NAMES INVOLVED IN THE MERGER HAVE BEEN REVERSED IN THE FIRST SENTENCE.

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 297A00056750

RECEIVED  
97 DEC -5 AM 8:48  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 26, 1997

CSC  
DANIEL W. LEGGETT  
TALLAHASSEE, FL

SUBJECT: DEDICATED RESOURCES OF FLORIDA, INC.  
Ref. Number: P96000045278

We have received your document for DEDICATED RESOURCES OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 297A000565

RECEIVED  
97 DEC -1 PM 2:04  
DIVISION OF CORPORATIONS

**RESUBMIT**

Please give original  
submission date as file date.

**ARTICLES OF MERGER**

of

**DEDICATED RESOURCES, INC.,**  
a New York corporation,

and

**DEDICATED RESOURCES OF FLORIDA, INC.,**  
a Florida corporation**FILED**  
97 NOV 26 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State

State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign corporation and the domestic corporation herein named do hereby adopt the following articles of merger for the purpose of merging the foreign corporation with and into the domestic corporation.


1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Dedicated Resources, Inc., a corporation organized under the laws of the State of New York ("DRI-NY"), with and into Dedicated Resources of Florida, Inc., a corporation organized under the laws of the State of Florida ("DRI-FLA"), as approved by the directors and the shareholders of said constituent corporation.

2. The approval of the Agreement and Plan of Merger by the shareholders of DRI-FLA entitled to vote thereon was by written consent dated November 24, 1997, which has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and any written notice required by that Section has been given.

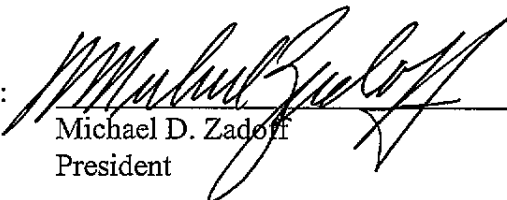
3. The merger of DRI-NY with and into DRI-FLA is permitted under the laws of the State of New York, and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the shareholders of DRI-NY was November 24, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed on the 24<sup>th</sup> day of November, 1997.

**DEDICATED RESOURCES, INC.**

By:   
Michael D. Zadoff  
President

**DEDICATED RESOURCES OF FLORIDA, INC.**

By:   
Michael D. Zadoff  
President

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 24<sup>th</sup> day of November, 1997 by and between **DEDICATED RESOURCES, INC.**, a New York corporation ("DRI-NY"), and **DEDICATED RESOURCES OF FLORIDA, INC.**, a Florida corporation ("DRI-FLA").

1. Subject to adoption of this Agreement and Plan of Merger (the "Plan of Merger") by (i) the Shareholders and the Board of Directors of DRI-NY pursuant to the provisions of the New York Business Corporation Law, and (ii) the Shareholders and the Board of Directors of DRI-FLA pursuant to the provisions of the Florida Business Corporation Act, and effective as of the Effective Date (as hereinafter defined), DRI-NY shall be merged with and into DRI-FLA, which shall be the surviving corporation (and is sometimes referred to herein as the "surviving corporation") and which shall continue to exist as the surviving corporation under the name Dedicated Resources, Inc., pursuant to the provisions of the laws of the State of Florida. The separate existence of DRI-NY shall cease as of the Effective Date in accordance with the provisions of the New York Business Corporation Law.

2. The number of outstanding shares of DRI-NY is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote on the plan of merger.

3. The number of outstanding shares of DRI-FLA is 1,000 shares, all of which are of one class and are common shares, and all of which are entitled to vote on the plan of merger.

4. On and after the Effective Date, the articles of incorporation of DRI-FLA, amended as hereinafter provided, shall be the articles of incorporation of the surviving corporation and said articles of incorporation, as hereby amended, shall continue in full force and effect until further amended and changed as therein provided and in the manner prescribed by the laws of the State of Florida:

Article I of the Articles of Incorporation of DRI-FLA shall be deleted in its entirety and the following shall be inserted in its place and stead:

### ARTICLE I. NAME

The name of the corporation shall be:

**DEDICATED RESOURCES, INC.**

The address of the principal office of the corporation shall be 4723 West Atlantic Avenue, Suite A-2, Delray Beach, Florida 33445, and the mailing address of the corporation shall be the same.

5. On and after the Effective Date, the bylaws of DRI-FLA, as amended from time to time and as in effect on the Effective Date, shall be the bylaws of the surviving corporation and said bylaws shall continue in full force and effect until altered, amended, or repealed, or until new bylaws shall be adopted, in accordance with the laws of the State of Florida and the articles of incorporation and bylaws of the surviving corporation.

6. On and after the Effective Date, the directors and officers of DRI-FLA in office immediately prior to the Effective Date shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their positions as directors and officers until the election and qualification of their respective successors or as otherwise provided in the articles of incorporation and bylaws of the surviving corporation.

7. The surviving corporation will not issue any of its shares in exchange for the issued shares of DRI-NY. The shares of DRI-NY shall not be converted or substituted for shares in the surviving corporation. All of the issued shares of DRI-NY shall, on the Effective Date, be surrendered, canceled and extinguished. The issued and outstanding shares of DRI-FLA shall not be converted or exchanged in any manner, but each one share which is issued and outstanding as of the Effective Date shall represent one share of the surviving corporation from and after the Effective Date.

8. The location of the principal office of the surviving corporation shall be 4723 West Atlantic Avenue, Suite A2, Delray Beach, Florida 33445.

9. This Plan of Merger shall be submitted for adoption by the Board of Directors of DRI-NY and DRI-FLA, and if adopted by the Board of Directors of DRI-NY and DRI-FLA, submitted for approval by the respective shareholders of the corporations, in the manner prescribed by the laws of the States of New York and Florida. If this Plan of Merger is adopted by the respective Board of Directors of DRI-NY and DRI-FLA, and approved by the respective shareholders of each of the corporations, each of DRI-NY and DRI-FLA shall cause to be executed and filed a certificate and/or articles of merger and such other documents, if any, prescribed by the laws of the States of New York and Florida, and will cause to be performed all necessary acts to effectuate the merger contemplated herein.

10. From and after the Effective Date, the officers and directors of the surviving corporation, in the name of DRI-NY and/or DRI-FLA, which were the constituent corporations, shall, from time to time as and when requested by the surviving corporation, execute, acknowledge, and deliver or cause to be executed, acknowledged and delivered, all such deeds and documents, and shall take or cause to be taken all such further acts or other action, as the surviving corporation may deem necessary or desirable to vest in the surviving corporation any



property or right of any of the constituent corporations or to otherwise carry out the intent and purposes of this Plan of Merger.

11. Subject to adoption of this Plan of Merger by the Board of Directors of DRI-FLA and DRI-NY, and approval of the Plan of Merger by the respective shareholders of the corporations, the date on which the merger contemplated herein shall become effective (the "Effective Date") shall be the date upon which the Articles of Merger are accepted for filing by the State of Florida.

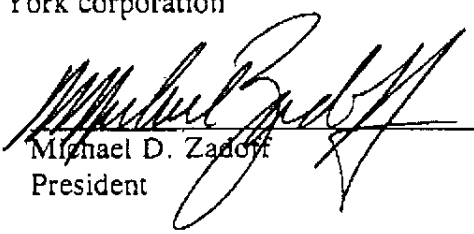
12. The transactions contemplated by this Plan of Merger are intended to qualify as a reorganization as defined in Section 368(a)(1) of the Internal Revenue Code of 1986. Accordingly, on and after the Effective Date, the books and records of the surviving corporation shall be maintained in such a manner as to appropriately reflect the consummation of the afore-described reorganization and all reports required to be filed with the Internal Revenue Service on and after the Effective Date shall appropriately reflect the reorganization.

13. This Plan of Merger shall be binding on and inure to the benefit of the respective parties hereto and their successors and assigns. This Plan of Merger shall be governed by the laws of the State of Florida. This Plan of Merger represents the entire understanding of the parties regarding the subject matter hereof, and supersedes any and all other inconsistent or conflicting prior agreements between the parties. Subject to the provisions of law to the contrary, the terms and provisions of this Plan of Merger may be amended by the Board of Directors of DRI-NY and DRI-FLA at any time prior to the filing of articles of merger with respect hereto, provided that any amendment shall be in a writing that is signed by the parties hereto. The Board of Directors of DRI-NY and DRI-FLA may abandon the merger contemplated herein by a writing to that effect at any time prior to filing a certificate and articles of merger with respect hereto. The provisions of this agreement are severable, and any invalidity, unenforceability or illegality in any provision or provisions hereof shall not affect the remaining provisions of this agreement. All references to gender or number in this agreement shall be deemed interchangeably to have a masculine, feminine, neuter, singular or plural meaning, as the sense of the context requires.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed and delivered in the manner prescribed by law on the date first written above.

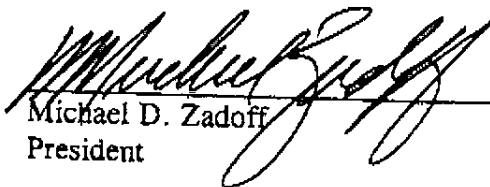
DEDICATED RESOURCES, INC., a  
New York corporation

By:

  
Michael D. Zadoff  
President

**DEDICATED RESOURCES OF FLORIDA, INC.,**  
a Florida corporation

By:

  
Michael D. Zadoff  
President

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