

P96000079807

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

EPG Transition Corp

100002385981 -- 1  
-12/30/97--01056--024  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
11/1/98

Merges  
[Signature]

Signature

Requested by:

[Signature] 12-30-97 11:00  
Name Date Time

Walk-In Will Pick Up

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File Certs
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED  
97 DEC 30 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 31 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000079807

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EPG TRANSITION CORP., a Florida corporation, document number  
P97000093299

INTO

EPG BENEFITS, INC., a Florida corporation, P96000079807

File date: December 30, 1997, effective January 1, 1998

Corporate Specialist: Karen Gibson

EFFECTIVE DATE  
11/19/98

ARTICLES AND PLAN OF MERGER OF  
EPG TRANSITION CORP.  
INTO  
EPG BENEFITS, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with Florida Statutes §607.1104 and §607.1105, hereby adopt the following Articles and Plan of Merger:

**ARTICLE I:** The parties to the Articles and Plan of Merger are EPG TRANSITION CORP. (hereinafter "**TRANSITION**") and EPG BENEFITS, INC. (hereinafter "**BENEFITS**"), both of which are incorporated in the State of Florida.

**ARTICLE II:** The parties agree to effect a merger ("**the Merger**").

**ARTICLE III:** The corporation to survive the Merger is BENEFITS, and TRANSITION will cease to exist following the Merger.

**ARTICLE IV:** The manner and basis of converting the shares of TRANSITION into shares of BENEFITS is as follows: Each share of the 100 shares issued and outstanding Common Stock (\$1.00 par value) of TRANSITION will be converted into 6.6 shares of Common Stock (\$1.00 par value) of BENEFITS. Upon surrender of certificates representing shares of TRANSITION, certificates for the requisite number of shares of BENEFITS stock must be issued in exchange by BENEFITS. Shares of TRANSITION outstanding at the date of the Merger will be returned to its treasury and canceled.

**ARTICLE V:** Shareholders of TRANSITION who, except for the applicability of §607.1104 Florida Statutes, would be entitled to vote on this Merger and who dissent from the Merger pursuant to §607.1320 Florida Statutes, will be entitled, if they comply with the applicable provisions of the Florida Business Corporation Act regarding rights of dissenting shareholders, to be paid the fair value of their shares.

**ARTICLE VI:** No Amendment to the Articles of Incorporation of TRANSITION is affected by this Merger.

**ARTICLE VII:** The following Amendment to the Articles of Incorporation of BENEFITS is affected by this Merger:

ARTICLE III of the Articles of Incorporation of EPG BENEFITS, INC. is amended to read as follows:

**ARTICLE III**

The number of shares that this corporation is authorized to have outstanding at any one time is two thousand (2000) shares having a par value of one dollar (\$1.00) per share.

**ARTICLE VIII:** The principal offices of BENEFITS are located at the Corporate Center at Weston, Suite 318, 2500 Weston Road, Weston, Florida 33331. Neither party to the Merger owns property the title to which could be affected by the recording of an instrument among the land records.

**ARTICLE IX:** These Articles and Plan of Merger were duly adopted and approved by the Boards of Directors and all of the Shareholders of TRANSITION and BENEFITS, respectively, in each case by Written Consent of all Directors and all Shareholders in lieu of a Special Meeting, dated December 24, 1997.

**ARTICLE X:** The Plan of Merger is as follows:

1. Each share of the 100 issued and outstanding Common Stock (\$1.00 par value) of TRANSITION will be converted into 6.6 shares of Common Stock (\$1.00 par value) of BENEFITS. Upon the surrender of certificates representing shares of TRANSITION stock by holders thereof, certificates for the requisite number of shares of BENEFITS stock must be issued in exchange by BENEFITS. Shares of TRANSITION Common Stock (\$1.00 par value) outstanding at the date of the Merger will be returned to its treasury and canceled.

2. On the effective date of the Merger, the separate existence of TRANSITION will cease (except to the extent continued by statute), and all of its property, rights, privileges and franchises, of whatsoever nature and description, will be transferred to, vest in, and devolve upon BENEFITS without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by BENEFITS to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, will at any time, or from time to time, be made and delivered in the name of TRANSITION by the last acting officers thereof, or by the corresponding officers of BENEFITS.

3. The Articles of Incorporation of BENEFITS, as amended by the foregoing ARTICLES OF MERGER, will continue in full force and effect as the Articles of Incorporation of the surviving corporation.

4. BENEFITS reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

5. The Bylaws of BENEFITS, as such Bylaws exist on the effective date of the Merger, will remain and be the Bylaws of the surviving corporation until altered, amended or repealed, or until new Bylaws are adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by applicable law.

6. The effective date of the Merger will be January 1, 1998.

7. This Plan of Merger was duly adopted and approved by all of the Directors and all of the Shareholders of TRANSITION and BENEFITS, respectively, in each case by a Written Consent to Action in lieu of a Special Meeting of the Board of Directors and Shareholders, dated December 24, 1997, in the manner required by the laws of the State of Florida.

We executed these Articles and Plan of Merger this 24<sup>th</sup> day of December, 1997.

**EPG TRANSITION CORP.**

By: \_\_\_\_\_

  
PRESIDENT

**EPG BENEFITS, INC.**

By: \_\_\_\_\_

  
PRESIDENT