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9/30/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494

NAME: D & N OF SOUTHWEST FLORIDA, INC.
AUDIT NUMBER.....H96000013693
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE... \$122.50

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SEC. OF STATE
TALLAHASSEE, FLORIDA

1910-44870
10/1/96

FAX AUDIT NO.: H96000013693

ARTICLES OF INCORPORATION
OF
D & N OF SOUTHWEST FLORIDA, INC.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be D & N OF SOUTHWEST FLORIDA, INC. The principal business address of the corporation is 15432 Fiddlesticks Boulevard, Fort Myers, Florida 33912.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be One Hundred Thousand (100,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

Prepared by: Guy E. Whitesman
Florida Bar No.: 334189
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.: H96000013693

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FORT MYERS, FLORIDA

FAX AUDIT NO.: H96000013693

<u>NAME</u>	<u>ADDRESS</u>
IRA DUANE EDWARDS	15432 Fiddlesticks Boulevard Fort Myers, Florida 33912

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CLERK OF COURT
JAN 1 1994

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have two (2) Directors initially, and the names and addresses of the initial Directors are as follows:

IRA DUANE EDWARDS	15432 Fiddlesticks Boulevard Fort Myers, Florida 33912
NANCY JANE EDWARDS	15432 Fiddlesticks Boulevard Fort Myers, Florida 33912

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

IRA DUANE EDWARDS	15432 Fiddlesticks Boulevard Fort Myers, Florida 33912
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IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 28th day of September, 1996.

Ira Duane Edwards
IRA DUANE EDWARDS

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Ira Duane Edwards
IRA DUANE EDWARDS, Registered Agent

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SEP 30 1996
TALLAHASSEE, FLORIDA

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P96000081046

ARTICLES OF MERGER
Merger Sheet

MERGING:

D & N, INC., a South Carolina corporation, not qualified in Florida.

INTO

D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, P96000081046

File date: November 22, 1996, effective December 15, 1996

Corporate Specialist: Linda Stitt

P96000081046

11/22/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000016586 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121

ACCT#: 07541000217E

FAX #: (941)332-4494

NAME: D & N OF SOUTHWEST FLORIDA, INC.

AUDIT NUMBER.....H96000016586

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 12

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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EFFECTIVE DATE

12-15-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

D & N OF SOUTHWEST FLORIDA, INC.,
a Florida corporation

AND

D & N, INC.,
a South Carolina corporation

Pursuant to §607.1105 of the Florida Business Corporation Act, D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, and D & N, INC., a South Carolina corporation, adopt the following Articles of Merger for the purpose of merging D & N, INC. into D & N OF SOUTHWEST FLORIDA, INC., the latter of which is to survive the merger:

ARTICLE ONE

That certain Plan and Agreement of Merger (the "Agreement") dated the 18th day of November, 1996, by and between D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, and D & N, INC., a South Carolina corporation, attached and made a part of this instrument, was duly approved by shareholders of D & N OF SOUTHWEST FLORIDA, INC. pursuant to §607.1103 of the Florida Business Corporation Act (the "Florida Act") on the 18th day of November, 1996 and by shareholders of D & N, INC.

Prepared by: Guy E. Whitesman
Florida Bar Number: 334189
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.: H96000016586

EFFECTIVE DATE

12-15-96

FAX AUDIT NO.: H96000016586

pursuant to §33-11-107 of the 1976 South Carolina Code, as amended, (the "South Carolina Code") on the 18th day of November, 1996.

ARTICLE TWO

The Directors of D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, unanimously approved the Plan and Agreement of Merger, and recommended its adoption to the shareholders. Of the One Thousand (1,000) outstanding shares of the common stock, par value of One Dollar (\$1.00) per share, of D & N OF SOUTHWEST FLORIDA, INC. entitled to vote as a class upon the agreement, the holders of all One Thousand (1,000) of those shares voted in favor of and authorized the agreement in accordance with §607.1103 of the Florida Act.

The Directors of D & N, INC., a South Carolina corporation, unanimously approved the Plan and Agreement of Merger, and recommended its adoption to the shareholders. Of the One Thousand (1,000) outstanding shares of the common stock, par value of One Dollar (\$1.00) per share, of D & N, INC., entitled to vote as a class upon the agreement, the holders of One Thousand (1,000) of those shares have voted in favor of the agreement in accordance with §33-11-101 of the South Carolina Code.

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IN WITNESS WHEREOF, the parties to these Articles of Merger
have caused them to be duly executed by their respective
authorized officers this 18th day of November, 1996.

D & N OF SOUTHWEST FLORIDA, INC.
a Florida corporation

By: Ira Duane Edwards
Ira Duane Edwards, President

ATTEST:

By: Nancy Jane Edwards
Nancy Jane Edwards, Secretary

D & N, INC.
a South Carolina corporation

By: Ira Duane Edwards
Ira Duane Edwards, President

ATTEST:

By: Nancy Jane Edwards
Nancy Jane Edwards, Secretary

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FAX AUDIT NO.: H96000016586

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PLAN AND AGREEMENT OF MERGER
BETWEEN
D & N OF SOUTHWEST FLORIDA, INC.
A FLORIDA CORPORATION
AND
D & N, INC.
A SOUTH CAROLINA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN AND AGREEMENT OF MERGER dated as of the
18th day of November, 1996, by and among D & N OF
SOUTHWEST FLORIDA, INC., a Florida corporation (hereinafter
sometimes referred to as the "Surviving Corporation") and D & N,
INC., a South Carolina corporation (hereinafter sometimes
referred to as the "Merging Corporation"), the corporate parties
hereto being collectively referred to as the "Constituent
Corporations," as part of a tax-free reorganization, under
Internal Revenue Code Section 368(a)(1)(F):

W I T N E S S E T H:

WHEREAS, the Surviving Corporation is a corporation duly
organized and existing under the laws of the State of Florida;
and,

WHEREAS, the Merging Corporation is a corporation duly
organized and existing under the laws of the State of South
Carolina; and,

WHEREAS, the respective Board of Directors of the
Constituent Corporations have agreed that the Merging Corporation
shall merge into the Surviving Corporation upon the terms and
conditions and in the manner set forth in this Plan and Agreement
of Merger;

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NOW, THEREFORE, the Constituent Corporations in consideration of the premises and of the mutual covenants, representations, warranties and agreements contained herein, and for the purpose of prescribing the terms and conditions of the merger, the method of carrying the same into effect and such other details and provisions as are deemed necessary or desirable, do hereby agree to merge on the terms and conditions herein provided as follows:

ARTICLE I - GENERAL

1.1 At the Effective Date, the Corporation which is to survive the merger is D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, and the Articles of Incorporation of D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, as in effect immediately prior to the Effective Date, shall, until further duly amended, be the Articles of Incorporation of the Surviving Corporation.

1.2 At the Effective Date, the Bylaws of D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, shall be and remain the Bylaws of the Surviving Corporation until altered, amended or repealed; provided, however, the same may be amended to carry out or give effect to the provisions of this Agreement.

1.3 The persons who, upon the Effective Date of the merger, shall constitute the Board of Directors of D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, shall continue thereafter to serve as directors of the Surviving Corporation until their successors shall have been elected and qualified, or until their

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resignation or removal, either according to law or the Bylaws of the Surviving Corporation.

If any vacancy shall exist in the Board of Directors of the Surviving Corporation on the Effective Date, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

1.4 The persons who upon the Effective Date of the merger shall be serving as officers of D & N OF SOUTHWEST FLORIDA, INC., a Florida corporation, shall continue thereafter to serve as such officers of the Surviving Corporation until their successors have been elected or until their resignation or removal, either according to law or the Bylaws of the Surviving Corporation.

If any vacancy shall exist in any of the specified offices of the Surviving Corporation on the Effective Date, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

ARTICLE II - MANNER OF DEALING WITH THE
OUTSTANDING SHARES OF THE CONSTITUENT CORPORATIONS

2.1 Upon the merger becoming effective, each one (1) share of Common Stock of the Merging Corporation then outstanding shall be converted into one (1) fully paid and non-assessable share of Common Stock of the Surviving Corporation, and each share of Common Stock of the Merging Corporation then outstanding shall be cancelled.

2.2 Upon the merger becoming effective, each outstanding certificate representing shares of Common Stock of the Merging

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Corporation shall thereupon be deemed, for all corporate purposes, to evidence the number of shares of Common Stock of the Surviving Corporation into which such shares of the Merging Corporation's Common Stock shall have been converted. No fractional shares shall be issued in the merger but shall be rounded upward or downward, as the case may be, to the nearest whole share.

2.3 No shares or other securities of the Surviving Corporation, money, property, thing of value, or other form of consideration shall be issued, given, paid, assigned, transferred or set over to, or for, any person or entity whatsoever on account of the aforesaid conversion of stock of the Merging Corporation.

2.4 All shares of Surviving Corporation's stock for and into which shares of Merging Corporation's stock shall have been converted and exchanged pursuant to this Agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged shares, except for rights of appraisal, if any, that the holders may have as dissenting shareholders.

ARTICLE III - EFFECT OF MERGER: EFFECTIVE DATE

3.1 Upon the Effective Date, the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged into the Surviving Corporation in accordance with this Plan and Agreement of Merger. The Surviving Corporation shall, from and after the Effective Date, continue unaffected and

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unimpaired by the merger, and shall possess all of the rights, immunities, privileges, powers and franchises of whatsoever nature and description, of both a public and private nature, and be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations so merged, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, and every devise or bequest which either of the Constituent Corporations would have been capable of taking shall be vested in the Surviving Corporation without further act or deed; all property, rights, immunities, privileges, powers and franchises, and all and every other interest shall be thereafter effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired and the respective Constituent Corporations shall be deemed to continue in existence in order to preserve the same, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debt, liabilities and duties had been incurred or contracted by it.

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Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding, and such judgment or decree against such Constituent Corporation shall constitute a lien upon the property of the Surviving Corporation.

3.2 Each of the Constituent Corporations shall take, or cause to be taken, all actions or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Florida and of the United States to consummate and make effective the merger. This Agreement shall be submitted to the shareholders of the Constituent Corporations for their consent and approval in accordance with §607.1103 of the Florida Business Corporation Act or for consideration at a meeting of shareholders in accordance with §607.0705 of the Act. Within thirty (30) days from the date of this Agreement and, if it is adopted and approved in accordance with the laws of that State, as promptly as practicable thereafter, the fact that this Agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this Agreement and appropriate Articles of Merger shall be signed, acknowledged, and filed pursuant to the laws of the State of Florida.

3.3 The Plan and Agreement of Merger shall be filed with the Secretary of State of Florida on or before December 1.

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1996, but shall not become effective until December 15,
1996, hereinbefore and hereinafter referred to as the "Effective
Date."

ARTICLE IV - ACCOUNTING TREATMENT

4.1 At the Effective Date of the merger, the assets and liabilities of the Constituent Corporations shall be taken up or continued, as the case may be, on the books of the Surviving Corporation at the amounts at which they respectively shall be carried on the books of the respective Constituent Corporations immediately prior to the Effective Date of the merger, and the capital and surplus accounts of the Surviving Corporation shall be determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation.

ARTICLE V - EXPENSES - TERMINATION

EMPLOYMENT ARRANGEMENTS

5.1 If the merger contemplated hereby becomes effective, all expenses incurred hereunder shall be borne by the Surviving Corporation.

If the merger does not become effective or shall be abandoned, then, except as otherwise may be expressly provided in this Agreement, each of the Constituent Corporations shall pay its own expenses incurred in connection with the merger.

5.2 This Plan and Agreement of Merger and the merger contemplated hereby may be terminated at any time prior to the Effective Date of the merger, whether before or after the meeting

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FAX AUDIT NO.: E96000016586

of the shareholders of the Constituent Corporations, by the Board of Directors of either of the Constituent Corporations for non-compliance or breach of the terms of the Agreement. In the event that this Plan and Agreement of Merger shall be terminated, all further obligations of either of the Constituent Corporations under this Plan and Agreement of Merger shall terminate without further liability of any party hereto to each other.

5.3 The Merging Corporation will use its best efforts to retain in the employment of the Surviving Corporation after the Effective Date, all employees employed by the Merging Corporation immediately prior to the Effective Date on a basis not less favorable than that employed by them at such time.

5.4 The Surviving Corporation will use its best efforts to retain in the employment of the Surviving Corporation after the Effective Date, all employees employed by the Surviving Corporation immediately prior to the Effective Date on a basis not less favorable than that employed by them at such time.

ARTICLE VI - RIGHT OF AMENDMENT

At any time prior to the Effective Date of the merger, the parties hereto may, by written agreement (a) extend the time for the performance of any of the obligations or other acts of the parties hereto; (b) waive any inaccuracies in the representations or warranties contained in this Plan and Agreement of Merger; (c) waive compliance with any of the covenants or agreements contained in this Plan and Agreement of Merger. At any time prior to the Effective Date of the Merger (notwithstanding any

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required shareholder approval), if authorized by their respective Board of Directors, the parties heraby may, by written agreement, amend or supplement any of the provisions of this Agreement. Any written instrument or agreement referred to in this paragraph shall be validly and sufficiently authorized for the purposes of this Agreement if signed on behalf of each of the Constituent Corporations by a person authorized to sign this Agreement.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger to be signed in its corporate name by its appropriate officers and attested by its Secretary or an Assistant Secretary, all as of the date first above written.

D & N OF SOUTHWEST FLORIDA, INC.
a Florida corporation

By: Ira Duane Edwards
Ira Duane Edwards, President

Attest:

By: Nancy Jane Edwards
Nancy Jane Edwards, Secretary

D & N, INC.
a South Carolina corporation

By: Ira Duane Edwards
Ira Duane Edwards, President

Attest:

By: Nancy Jane Edwards
Nancy Jane Edwards, Secretary

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