

WOMBLE  
CARLYLE  
SANDRIDGE  
& RICE  
A PROFESSIONAL LIMITED  
LIABILITY COMPANY

200 West Second Street  
Winston-Salem, NC 27101

Mailing Address:  
Post Office Drawer 84  
Winston-Salem, NC 27102  
Telephone: (336) 721-3600  
Fax: (336) 721-3660

Marie Rodden, Legal Assistant  
Direct Dial: (336) 721-3784  
Direct Fax: (336) 733-8471  
E-mail: MRodden@wcsr.com

October 28, 1998

FEDERAL EXPRESS

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

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-10/29/98--01085--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Stonemarker Enterprises, Inc.  
Articles of Merger

Dear Sir or Madam:

Please find enclosed for filing Articles of Merger for Stonemarker Enterprises, Inc. Our firm check in the amount of \$78.75 is enclosed herein for your filing fee and a certified copy of the filed Articles of Merger. I have enclosed a self-addressed, postage-paid envelope for your convenience in mailing the certified copy to us.

Thank you.

Sincerely,

Marie S. Rodden

Marie S. Rodden  
Paralegal

MSR/

Enclosures

cc: Peter A. Zorn, Esquire (w/out encls.)

W#770126.1

FILED  
98 OCT 29 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
09600000087802  
SPX  
\*cert copy  
10-29-98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STONEMARKER ENTERPRISES, INC., a Florida corporation, document  
#P96000087802.

INTO

STONEMARKER ENTERPRISES, INC., a North Carolina corporation not  
qualified in Florida

File date: October 29, 1998

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER  
OF  
STONEMARKER ENTERPRISES, INC.  
(a Florida corporation)  
INTO  
STONEMARKER ENTERPRISES, INC.  
(a North Carolina corporation)

Pursuant to Section 55-11-07 of the General Statutes of North Carolina and Section 607.234 of the Florida General Corporation Act, Stonemarker Enterprises, Inc. (the "Surviving Corporation"), a corporation organized under the laws of North Carolina, hereby submits these Articles of Merger for the purpose of merging Stonemarker Enterprises, Inc. (the "Merging Corporation"), a corporation organized under the laws of Florida, with and into the Surviving Corporation (the "Merger"):

I. The Merger is permitted under the laws of the States of North Carolina and Florida, and the Plan of Merger attached hereto as Exhibit A was duly adopted as of the date hereof in the manner prescribed by law by the Board of Directors and the shareholders of each of the Surviving Corporation and the Merging Corporation.

II. These Articles of Merger and the merger provided for herein will become effective upon filing with the Secretary of State of North Carolina and with the Department of State of Florida.

Executed and acknowledged, this the 14<sup>th</sup> day of August, 1998.

STONEMARKER ENTERPRISES, INC.  
(a North Carolina corporation)

By: [Signature]  
James W. Johnston, President

Attested: [Signature]  
Beverly S. Johnson, Secretary

STONEMARKER ENTERPRISES, INC.  
(a Florida corporation)

By: [Signature]  
James W. Johnston, President

Attested: [Signature]  
Beverly S. Johnson, Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Exhibit A

PLAN OF MERGER

OF

STONEMARKER ENTERPRISES, INC.  
(a Florida corporation)

INTO

STONEMARKER ENTERPRISES, INC.  
(a North Carolina corporation)

ARTICLE I.

Corporations Participating in Merger

The corporations participating in the merger (the "Merger") are Stonemarker Enterprises, Inc., a North Carolina corporation (the "Company"), and Stonemarker Enterprises, Inc., a Florida corporation (the "Merging Corporation").

This Plan of Merger provides for the merger of the Merging Corporation with and into the Company, sometimes referred to herein as the "Surviving Corporation."

ARTICLE II.

Name of Surviving Corporation

After the Merger, the name of the Surviving Corporation shall be Stonemarker Enterprises, Inc.

ARTICLE III.

Merger Terms and Conditions

A. In accordance with the Articles of Merger to be filed in the Office of the Secretary of State of North Carolina and in the Office of the Department of State of Florida, the merger of the Merging Corporation with and into the Surviving Corporation will become effective upon the filing of the Articles of Merger (the "Effective Time").

B. At the Effective Time, the corporate existence of the Merging Corporation will be merged into the Surviving Corporation, and the corporate existence of the Surviving Corporation will continue. Except insofar as the same may be continued by law or to carry out the purposes of this Plan of Merger, and except as continued in and merged into the Surviving Corporation, the separate existence of the Merging Corporation shall cease as of the Effective Time, and the Surviving Corporation shall be the successor of the Merging Corporation and shall have and possess all of the rights, privileges, powers, immunities and franchises and all property of the Merging Corporation and shall be responsible and liable for all debts, duties, contracts, liabilities and obligations of the Merging Corporation.

C. The Articles of Incorporation and the Bylaws of the Company as of the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until amended in accordance with North Carolina law.

D. The directors of the Company as of the Effective Time shall be the directors of the Surviving Corporation until their successors are elected or appointed according to the bylaws of the Surviving Corporation.

E. The officers of the Company as of the Effective Time shall be the officers of the Surviving Corporation until their successors are elected or appointed according to the bylaws of the Surviving Corporation.

G. It is intended that the Merger shall qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE IV.

##### Conversion of Shares

At the Effective Time of the Merger, the outstanding shares of the corporations participating in the Merger will be converted as follows:

(1) each of the shares of the Surviving Corporation outstanding immediately prior to the merger becoming effective will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation; and

(2) each of the shares of the Merging Corporation outstanding immediately prior to the merger becoming effective shall be converted into and shall represent the right to receive nine-tenths (0.9) of a share of the Surviving Corporation.