

HARRY S. COLBURN, JR.^{1,2,4}
JOSEPH C. KEMPE^{1,2,3}

¹LL.M. IN TAX LAW
²BOARD CERTIFIED IN TAX LAW
³BOARD CERTIFIED IN WILLS
TRUSTS, AND ESTATES
⁴ALSO ADMITTED IN NY

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P96000096860

December 30, 1999
Respond to Jupiter Office

ROYAL PALM FINANCIAL CENTER II
SUITE 200
789 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994
TELEPHONE (561) 223-0700
FAX (561) 223-0707

AZALEA LANE
SUITE B
664 AZALEA LANE
VERO BEACH, FLORIDA 32963
TELEPHONE (561) 562-4022
FAX (561) 234-1422

NATIONAL WATS LINE
1-800-747-3113

E-MAIL ADDRESS
JCKEMPE@MSN.COM

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Anton Mayer Management, Inc.
Articles of Merger
Our File No. 157.600

Dear Sir/Madam:

Enclosed for filing are an original and one copy of Articles of Merger for the above corporation together with a check in the amount of \$70.00 for the filing fee.

Please acknowledge receipt of the Articles of Merger on the copy and return it to this firm in the envelope provided. Thank you for your assistance.

Very truly yours,

JOSEPH C. KEMPE
PROFESSIONAL ASSOCIATION
Attorneys and Counselors at Law

By:

Harry S. Colburn, Jr.
Harry S. Colburn, Jr.
Associate Attorney
For the Firm

Enclosures

cc: Mr. Anton K. Mayer
(with enclosures)

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

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

00 JAN -7 PM 4:26

FILED

merger
1-27-00
JCS

FILED

00 JAN -7 PM 4: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANTON MAYER MANAGEMENT, INC., a Florida corporation, P96000096860

INTO

MAYER MANAGEMENT, INC., a North Carolina corporation not qualified in Florida.

File date: January 7, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

FILED
00 JAN -7 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANTON MAYER MANAGEMENT, INC., a Florida corporation, and MAYER MANAGEMENT, INC., a North Carolina corporation, hereby join in these Articles of Merger:

A. The corporations which are the parties to the merger are ANTON MAYER MANAGEMENT, Inc., a Florida corporation (the "Absorbed Corporation"), and MAYER MANAGEMENT, Inc., a North Carolina corporation (the "Surviving Corporation"). The Absorbed Corporation shall be merged into the Surviving Corporation, which shall be the surviving corporation.

B. The terms and conditions of the plan of merger are that the Surviving Corporation shall receive all of the assets and rights and assume certain liabilities, debts and charges of the Absorbed Corporation, pursuant to the Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated herein as if fully set forth.

C. The Agreement and Plan of Merger was adopted by the Board of Directors of each corporation on December 29, 1999 by unanimous consent and in accordance with the laws of the respective state of incorporation of each corporation. The shareholders of each corporation approved the Agreement and Plan of Merger on December 29, 1999 by unanimous consent and in accordance with the law of the respective state of incorporation of each corporation.

D. The merger is permitted by the law of the state of incorporation of each party to the merger.

E. Each party to the merger has complied or shall comply with the applicable laws of its state of incorporation.

F. These Articles of Merger and the merger shall be effective as of the close of business on December 31, 1999.

IN WITNESS WHEREOF, the said corporations have caused these Articles of Merger to be executed by their respective officers this 29 day of December, 1999.

ANTON MAYER MANAGEMENT, INC.,
a Florida corporation

By: Anton K. Mayer
Anton K. Mayer, President

Attest:

Lindette L. Mayer
Lindette L. Mayer, Secretary

(CORPORATE SEAL)

MAYER MANAGEMENT, INC.,
a North Carolina corporation

By: Anton K. Mayer
Anton K. Mayer, President

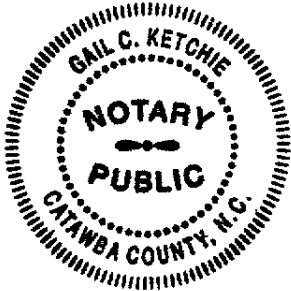
Attest:

Lindette L. Mayer
Lindette L. Mayer, Secretary

(CORPORATE SEAL)

STATE OF NORTH CAROLINA)
COUNTY OF Catawba)SS.

The foregoing was acknowledged before me this 29th day of December, 1999 by Anton K. Mayer as President and by Lindette L. Mayer as Secretary of ANTON MAYER MANAGEMENT, INC., a Florida corporation, on behalf of the corporation. They are (☒) personally known to me or () produced _____ as identification.



Gail C. Ketchie
Notary Public

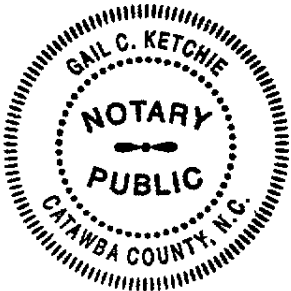
Gail C. Ketchie
Name of Notary Public Printed

My Commission Number: _____

My Commission Expires: 4/6/2003

STATE OF NORTH CAROLINA)
COUNTY OF Catawba)SS.

The foregoing was acknowledged before me this 29th day of December, 1999 by Anton K. Mayer as President and by Lindette L. Mayer as Secretary of MAYER MANAGEMENT, INC., a North Carolina corporation, on behalf of the corporation. They are (☒) personally known to me or () produced _____ as identification.



Gail C. Ketchie
Notary Public

Gail C. Ketchie
Name of Notary Public Printed

My Commission Number: _____

My Commission Expires: 4/6/2003

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 29th day of December, 1999, by and between MAYER MANAGEMENT, INC., a North Carolina corporation (the "Surviving Corporation") and ANTON MAYER MANAGEMENT, INC., a Florida corporation (the "Absorbed Corporation"), the two corporations being herein sometimes collectively called the "Constituent Corporations",

WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of North Carolina, having been incorporated in December, 1999, by the filing on said date of the documents then required by applicable statutes with the Department of State, State of North Carolina; and

WHEREAS, the Absorbed Corporation is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 2, 1996, by Articles of Incorporation filed with the Secretary of State, State of Florida; and

WHEREAS, the Surviving Corporation has an authorized capitalization consisting of Ten Thousand (10,000) shares of common stock of \$1.00 par value per share ("Surviving Corporation common stock"), of which One Hundred (100) shares are now issued and outstanding and owned as follows:

Anton K. Mayer Trust	100 shares
U/D/D 09/05/92	

WHEREAS, the Absorbed Corporation has an authorized capitalization consisting of Ten Thousand (10,000) shares of common stock of \$1.00 par value per share ("Absorbed Corporation common stock"), of which One Hundred (100) shares are now issued and outstanding and owned as follows:

Anton K. Mayer Trust	100 shares
U/D/D 09/05/92	

WHEREAS, the respective Boards of Directors and all of the shareholders of the Surviving Corporation and the Absorbed Corporation have determined that it is advisable that the Absorbed Corporation be merged into the Surviving Corporation on the terms and conditions hereinafter set forth in a transaction qualifying as a reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, it is agreed that, in accordance with the applicable statutes of the State of Florida and the State of Florida, the Absorbed Corporation shall be and hereby is, at the Effective Date of the merger, merged into the Surviving Corporation, which shall be the surviving corporation, and the terms and conditions of such merger and the plan or mode of carrying it into effect shall be as follows:

EXHIBIT "A"

ARTICLE I

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

From and after the Effective Date of the merger and until thereafter amended as provided by law, the Articles of Incorporation of the Surviving Corporation, which is organized under the laws of the State of North Carolina, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation as the surviving corporation.

ARTICLE II

SURVIVING CORPORATION TO SUCCEED TO PROPERTIES AND OBLIGATIONS OF THE ABSORBED CORPORATION

At the Effective Date of the merger, the Absorbed Corporation shall be merged into the Surviving Corporation, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall continue in existence as the surviving corporation, and, without other transfer or assumption, succeed to and possess all the estate, properties, rights, privileges, powers, and franchises, of a public as well as of a private nature, and assume and be subject to all of the liabilities, obligations, debts, restrictions, disabilities and duties, of each of the Constituent Corporations.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, or either of them, as of the Effective Date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

ARTICLE III

CONVERSION OF STOCK

A. At the Effective Date of the merger, each share of Absorbed Corporation common stock outstanding immediately prior to the merger, shall be changed and converted into one share of common stock, of no par value per share, of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding, provided, however, that no fractional shares of the Surviving Corporation shall be issued, and in lieu of fractional shares to which any holder of the Absorbed Corporation would be otherwise entitled as a result of such change and conversion, shares of Surviving Corporation common stock received in the conversion shall be rounded to the nearest whole number of shares.

Thus, after the merger becomes effective, each holder of an outstanding certificate or certificates theretofore representing common shares of the Absorbed Corporation upon surrender of such certificate or certificates shall be entitled to receive in exchange therefore a certificate or certificates representing the following number of full shares of common stock of the Surviving Corporation:

Anton K. Mayer Trust
U/D/D 09/05/92

100 shares

B. After the merger becomes effective, each holder of an outstanding certificate or certificates theretofore representing common shares of the Absorbed Corporation may surrender the same to the Surviving Corporation or an agent appointed by it; and such holder shall be entitled upon such surrender to receive in exchange therefore a certificate or certificates representing the number of full shares of common stock of the Surviving Corporation into which the common shares of the Absorbed Corporation theretofore represented by the certificate or certificates so surrendered shall have been changed and converted. Until so surrendered each outstanding certificate which prior to the Effective Date of the merger represented common shares of the Absorbed Corporation shall be deemed for all corporate purposes other than payment of dividends, to evidence ownership of the number of full shares of common stock of the Surviving Corporation into which the same shall have been so changed and converted. No dividends payable to the holders of record of the common stock of the Surviving Corporation as of any date subsequent to the Effective Date of the merger shall be paid to the holder of any outstanding common share certificate of the Absorbed Corporation until such certificate shall be so surrendered; but, upon such surrender of any such outstanding common share certificate or certificates of the Absorbed Corporation, there shall be paid to the record holder of the certificate of certificates for shares of common stock of the Surviving Corporation issued upon such surrender the amount of such dividends which theretofore became payable with respect to such full shares of the common stock of the Surviving Corporation. No interest shall be payable with respect to any dividends.

C. At the Effective Date of the merger, each share of Surviving Corporation common stock outstanding immediately prior to the merger shall thereupon without further action become one share of common stock of the Surviving Corporation as the surviving corporation without the issuance of new shares or new share certificates.

ARTICLE IV

BY-LAWS, DIRECTORS AND OFFICERS, ANNUAL MEETING

A. When the merger becomes effective, the By-Laws of the Surviving Corporation shall continue to be the By-Laws of the Surviving Corporation as the surviving corporation until altered, amended or repealed.

B. The directors of the Surviving Corporation, who shall hold office as provided in the By-Laws of the Surviving Corporation, shall be as follows:

Name

Address

Anton K. Mayer

350 17th Avenue, N.W.
Hickory, NC 28601

Lindette L. Mayer

350 17th Avenue, N.W.
Hickory, NC 28601

C. The first annual meeting of the stockholders of the Surviving Corporation shall be the annual meeting provided for in the By-Laws of the Surviving Corporation for the year 2000.

D. The officers of the Surviving Corporation, who shall hold office as provided in the By-Laws of Surviving Corporation, shall be as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Anton K. Mayer	President	350 17 th Avenue, N.W. Hickory, NC 28601
Lindette L. Mayer	Secretary	350 17 th Avenue, N.W. Hickory, NC 28601

E. If, at or after the Effective Date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the Surviving Corporation.

ARTICLE V

PROHIBITED TRANSACTIONS

Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that each of the Constituent Corporations may take all action necessary or appropriate under the applicable state laws to consummate this merger. Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, declare or pay any dividend or other distribution on its common stock.

ARTICLE VI

REPRESENTATIONS AND WARRANTIES

A. The Surviving Corporation represents and warrants as of the date of this Agreement and Plan of Merger and as of the Effective Date:

1. The Surviving Corporation is a corporation validly incorporated under the laws of the State of North Carolina.

2. The Surviving Corporation has an authorized capital consisting of the number of shares of common stock of the par value, and has issued and outstanding that number of shares of common stock (all of which are validly issued and fully paid and nonassessable), as recited on Page 1 above.

3. The Surviving Corporation does not have outstanding any options or agreements for the issuance or sale of additional shares of stock.

B. The Absorbed Corporation represents and warrants as of the date of this Agreement and Plan of Merger and as of the Effective Date:

1. The Absorbed Corporation is a corporation validly incorporated under the laws of the State of Florida.

2. The Absorbed Corporation has an authorized capital consisting of the number of shares of common stock of the par value, and has issued and outstanding that number of shares of common stock (all of which are validly issued and fully paid and nonassessable), as recited on Page 1 above.

3. The Absorbed Corporation does not have outstanding any options or agreements for the issuance or sale of additional shares of stock.

ARTICLE VII

STOCKHOLDER APPROVAL; EFFECTIVE DATE

This Agreement and Plan of Merger shall be submitted to the stockholders of each of the Constituent Corporations as provided by the applicable laws of the State of North Carolina and the State of Florida. If this Agreement and Plan of Merger is duly approved and adopted by the requisite votes of the stockholders and is not abandoned pursuant to the provisions of Article VIII hereof, Articles of Merger, with this Agreement and Plan of Merger attached as an Exhibit, shall be executed, acknowledged, filed and recorded in accordance with the laws of the States of Florida and North Carolina. The merger shall be effective as of the close of business on December 31, 1999, such time being herein sometimes called "the Effective Date of the merger".

ARTICLE VIII

ABANDONMENT

This Agreement and Plan of Merger may be abandoned at any time before or after action thereon by the stockholders of the Absorbed Corporation or the Surviving Corporation or both, notwithstanding favorable action on the merger by the stockholders of the Absorbed Corporation or the Surviving Corporation or both, but not later than the Effective Date of the merger, by the mutual consent of the Boards of Directors of the Absorbed Corporation and the Surviving Corporation.

In the event of abandonment by the Board of Directors of either the Absorbed Corporation or the Surviving Corporation as provided above, written notice shall forthwith be given to the other party.

ARTICLE IX

MODIFICATION AND WAIVER

The Absorbed Corporation and the Surviving Corporation, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Agreement and Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after action thereon by the stockholders of the Absorbed Corporation or of the Surviving Corporation or both; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of the Absorbed Corporation or the Surviving Corporation in a manner which is materially adverse to such stockholders in the judgment of their respective Boards of Directors. The Absorbed Corporation or the Surviving Corporation, may, pursuant to action by its Board of Directors, by an instrument in writing, extend the time for or waive the performance of any of the obligations of the other or waive compliance by the other with any of the covenants or conditions contained in this Agreement; provided, however, that no such waiver or extension shall affect the rights of the stockholders of the Absorbed Corporation or the Surviving Corporation in a manner which is materially adverse to such stockholders in the judgment of its Board of Directors so acting.

IN WITNESS WHEREOF, the Absorbed Corporation and the Surviving Corporation, each pursuant to the approval and authority duly given by resolutions adopted by its Board of Directors, have each caused this Agreement and Plan of Merger to be executed by its officers thereunto duly authorized and its corporate seal to be affixed.

MAYER MANAGEMENT, INC.,
a North Carolina corporation

By: Anton K. Mayer
Anton K. Mayer, President

(CORPORATE SEAL)

ATTEST:

Lindette L. Mayer
Lindette L. Mayer, Secretary

ANTON MAYER MANAGEMENT, INC.,
a Florida corporation

By: Anton K. Mayer
Anton K. Mayer, President

(CORPORATE SEAL)

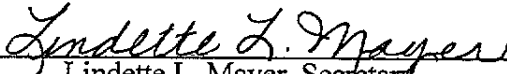
ATTEST:

Lindette L. Mayer
Lindette L. Mayer, Secretary

CERTIFICATE OF CORPORATE SECRETARY

I, Lindette L. Mayer, Secretary of MAYER MANAGEMENT, INC., a corporation organized and existing under the laws of the State of North Carolina, hereby certify, as such Secretary and under the seal of said corporation, that the Agreement and Plan of Merger dated December 29, 1999, between ANTON MAYER MANAGEMENT, INC., a Florida corporation, and MAYER MANAGEMENT, INC., a North Carolina corporation, as the Surviving Corporation, to which this certificate is attached, was duly adopted on December 29, 1999, by the unanimous consent of the holders of all of the outstanding stock of said Surviving Corporation, and that thereby the Agreement and Plan of Merger was duly adopted as the act of the stockholders of said Surviving Corporation and the duly adopted Agreement of said Surviving Corporation.

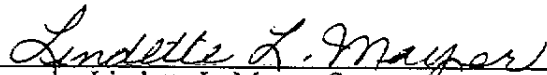
WITNESS my hand and the seal of MAYER MANAGEMENT, INC., a North Carolina corporation, on this 29 day of December, 1999.


Lindette L. Mayer, Secretary

CERTIFICATE OF CORPORATE SECRETARY

I, Lindette L. Mayer, Secretary of ANTON MAYER MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida, hereby certify and state, under penalties of perjury, as such Secretary and under the seal of said corporation, that the Agreement and Plan of Merger dated December 29, 1999, between ANTON MAYER MANAGEMENT, INC., a Florida corporation, as the Absorbed Corporation, and MAYER MANAGEMENT, INC., a North Carolina corporation, to which this certificate is attached, was by unanimous consent of all of the shareholders of said Absorbed Corporation on December 29, 1999, duly adopted in the manner required by Section 607.0704, Florida Statutes, by the unanimous consent of all of the stockholders of said Absorbed Corporation entitled to vote, as the Agreement of said Absorbed Corporation and that the Agreement and Plan of Merger has been duly executed by the officers of said Absorbed Corporation.

WITNESS my hand and the seal of ANTON MAYER MANAGEMENT, INC., a Florida corporation, on this 29 day of December, 1999.


Lindette L. Mayer, Secretary

The above Agreement and Plan of Merger, having been approved by the Board of Directors of each corporate party thereto, and having been adopted separately by all of the stockholders of each corporate party thereto, in accordance with the Florida Business Corporation Act, and that fact having been certified on said Agreement and Plan of Merger by the Secretary of MAYER MANAGEMENT, INC., a North Carolina corporation, and by the Secretary of ANTON MAYER MANAGEMENT, INC., a Florida corporation, the undersigned do now hereby execute the said Agreement and Plan of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 29 day of December, 1999.

MAYER MANAGEMENT, INC.,
a North Carolina corporation

(CORPORATE SEAL)

By:

Anton K. Mayer
Anton K. Mayer, President

ATTEST:

Lindette L. Mayer
Lindette L. Mayer, Secretary

ANTON MAYER MANAGEMENT, INC.,
a Florida corporation

(CORPORATE SEAL)

By:

Anton K. Mayer
Anton K. Mayer, President

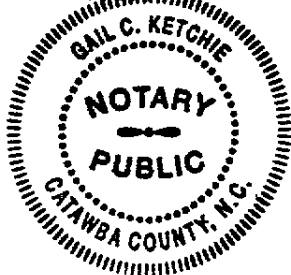
ATTEST:

Lindette L. Mayer
Lindette L. Mayer, Secretary

STATE OF NORTH CAROLINA)
COUNTY OF Catawba)SS:

Before me, the undersigned authority, personally appeared Anton K. Mayer, and he acknowledged before me that he executed the foregoing Agreement and Plan of Merger as President of MAYER MANAGEMENT, INC., a North Carolina corporation, after being authorized by the unanimous vote of the shareholders and directors of said corporation to sign the Agreement and Plan of Merger on behalf of the corporation; that he caused the seal of the corporation to be affixed by the Secretary of the corporation, that he signed the Agreement and Plan of Merger as the act, deed and agreement of said corporation, and that he is (✓) personally known to me or () produced _____ as identification.

WITNESS my hand and official seal at Hickory, NC, this 27th day of December, 1999.



Gail C Ketchie
Notary Public
Gail C. Ketchie
Name of Notary Public Printed

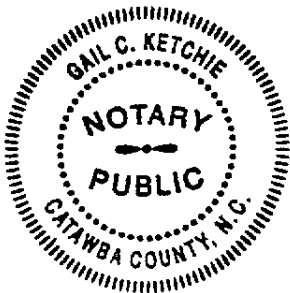
My Commission Number: _____

My Commission Expires 4/6/2003

STATE OF NORTH CAROLINA)
COUNTY OF Catawba)SS:

Before me, the undersigned authority, personally appeared Anton K. Mayer, and he acknowledged before me that he executed the foregoing Agreement and Plan of Merger as President of ANTON MAYER MANAGEMENT, INC., a Florida corporation, after being authorized by the unanimous vote of the shareholders and directors of said corporation to sign the Agreement and Plan of Merger on behalf of the corporation; that he caused the seal of the corporation to be affixed by the Secretary of the corporation, that he signed the Agreement and Plan of Merger as the act, deed and agreement of said corporation, and that he is (✓) personally known to me or () produced _____ as identification.

WITNESS my hand and official seal at Hickory, NC, this 27th day of December, 1999.



Gail C Ketchie
Notary Public
Gail C. Ketchie
Name of Notary Public Printed

My Commission Number: _____

My Commission Expires 4/6/2003